

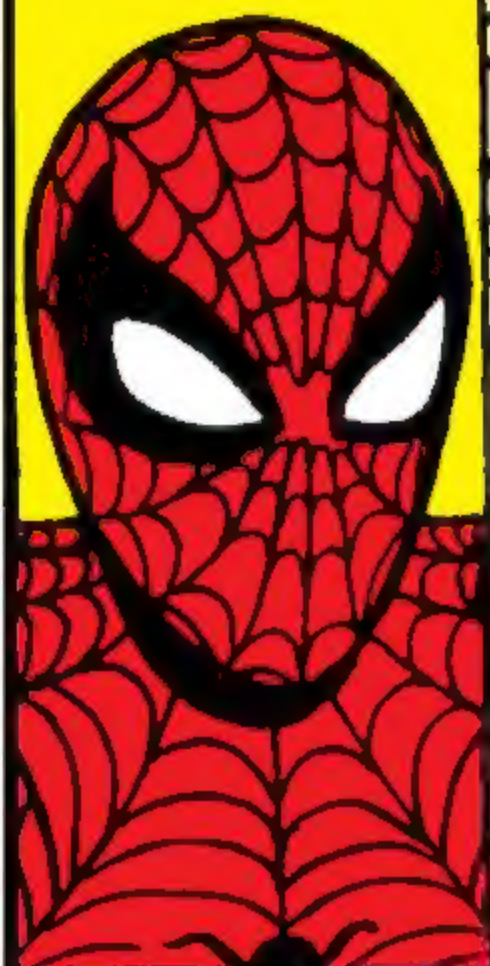
ANNUAL

72 BIG PAGES ANNUAL

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IND.



MARVEL
COMICS
GROUP 25¢

the AMAZING SPIDER-MAN

#1
1964



FEATURING: SPIDEY'S BIGGEST
LONGEST, GREATEST BATTLE, AS
HE ATTACKS:

**"THE
SINISTER
SIX!"**

WITH A GALAXY OF THE MOST
GOL-DARNED GUEST-STARs THAT
YOU CAN SHAKE A WEB AT!

JAM-PACKED WITH
SPECIAL SURPRISE FEATURES



"The SINISTER SIX!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX**?!

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX**!!

What Happens **NOW**? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY **LOST** HIS AMAZING SPIDER POWERS!!

41 Pages

Of Indescribable
Excitement

Written By:

STAN LEE

Drawn By:

STEVE DITKO

POSSIBLY THE MOST TALKED-
ABOUT TEAM IN COMICS TODAY!

LETTERED BY: S. ROSEN

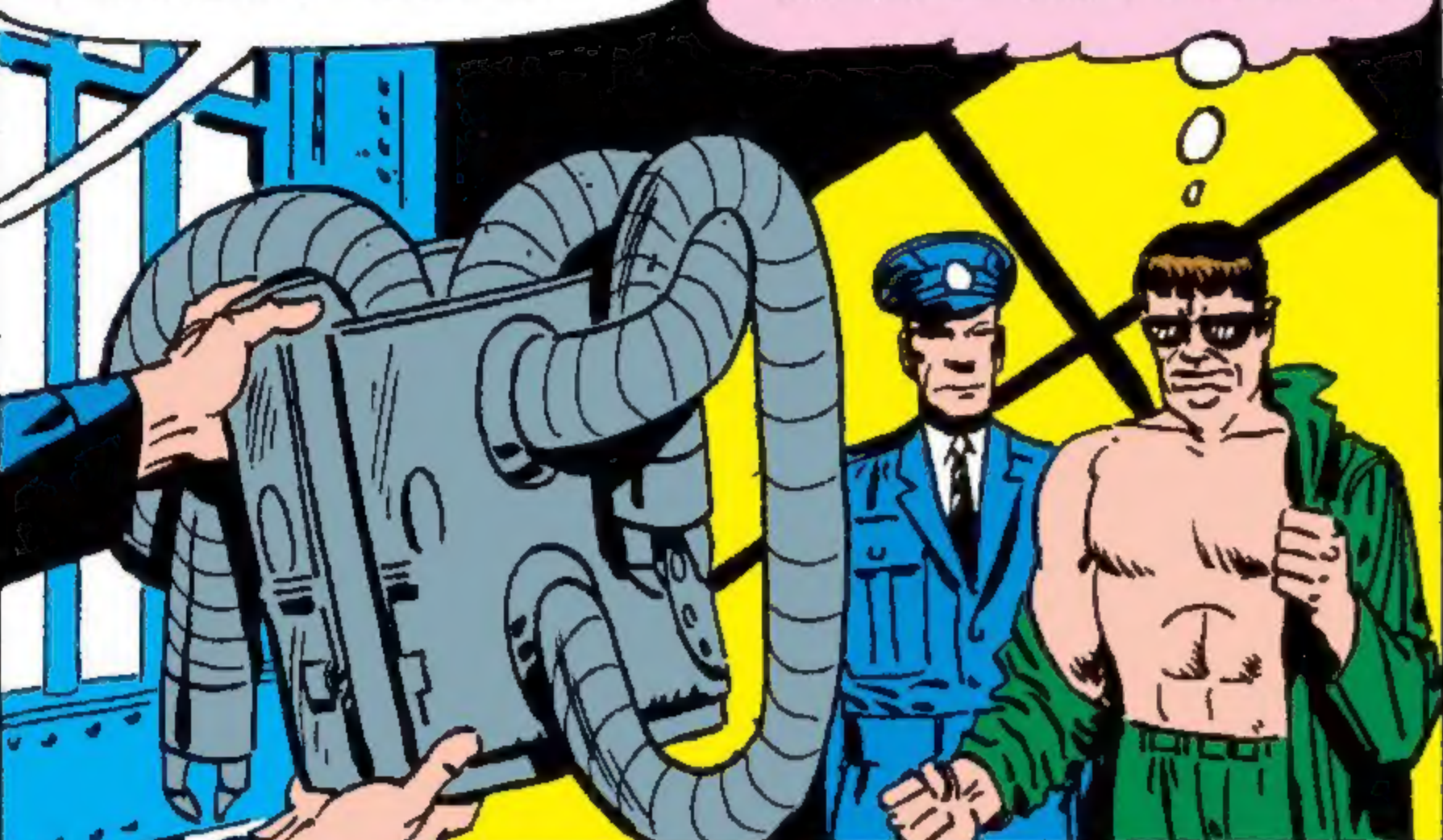
IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!



IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO **DR. OCTOPUS** AFTER A FREAK ACCIDENT...*

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIUS, PRISONER #4756689!

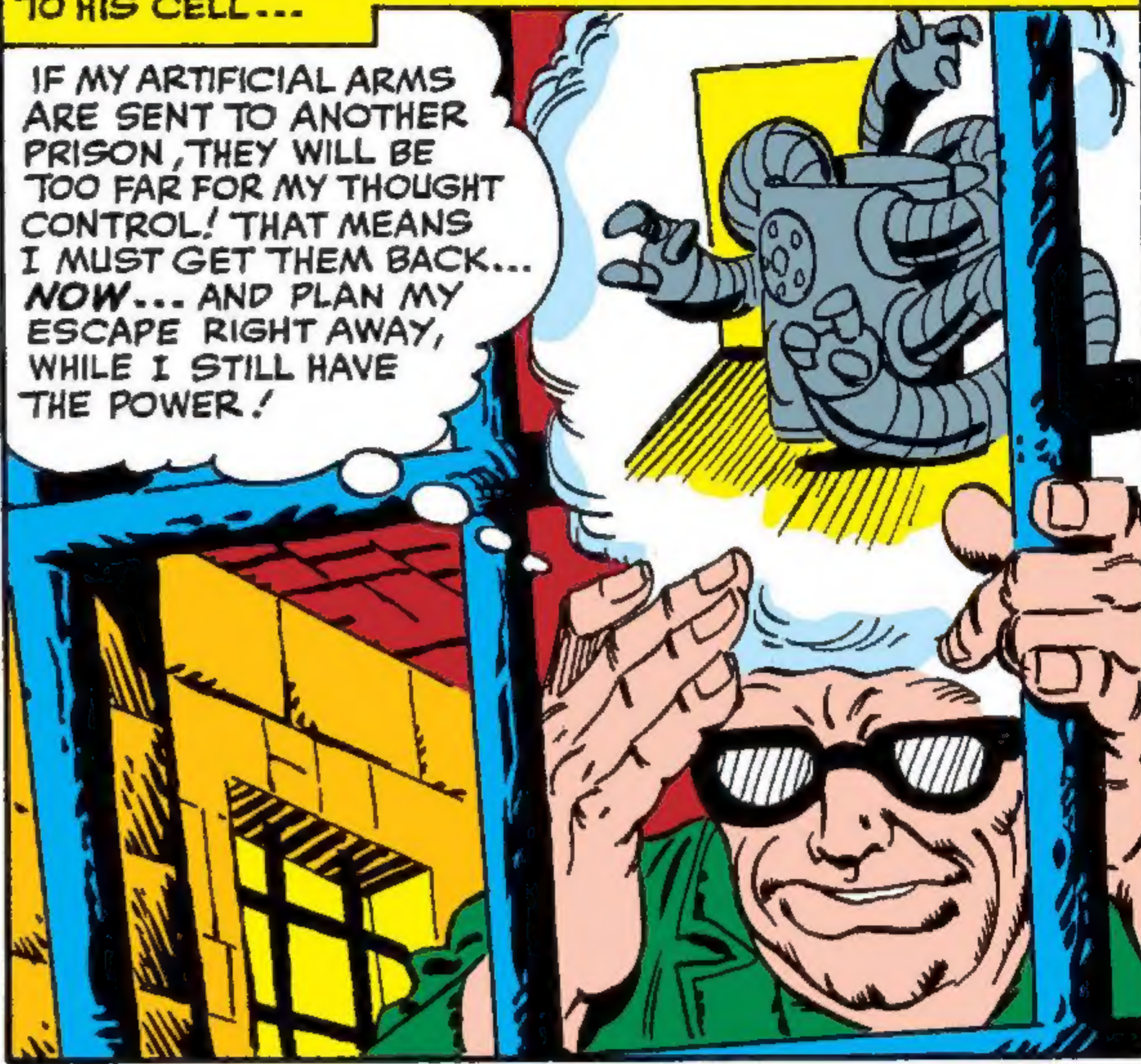
THAT'S WHAT **HE** THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



*SEE SPIDER-MAN #3...EDITOR.

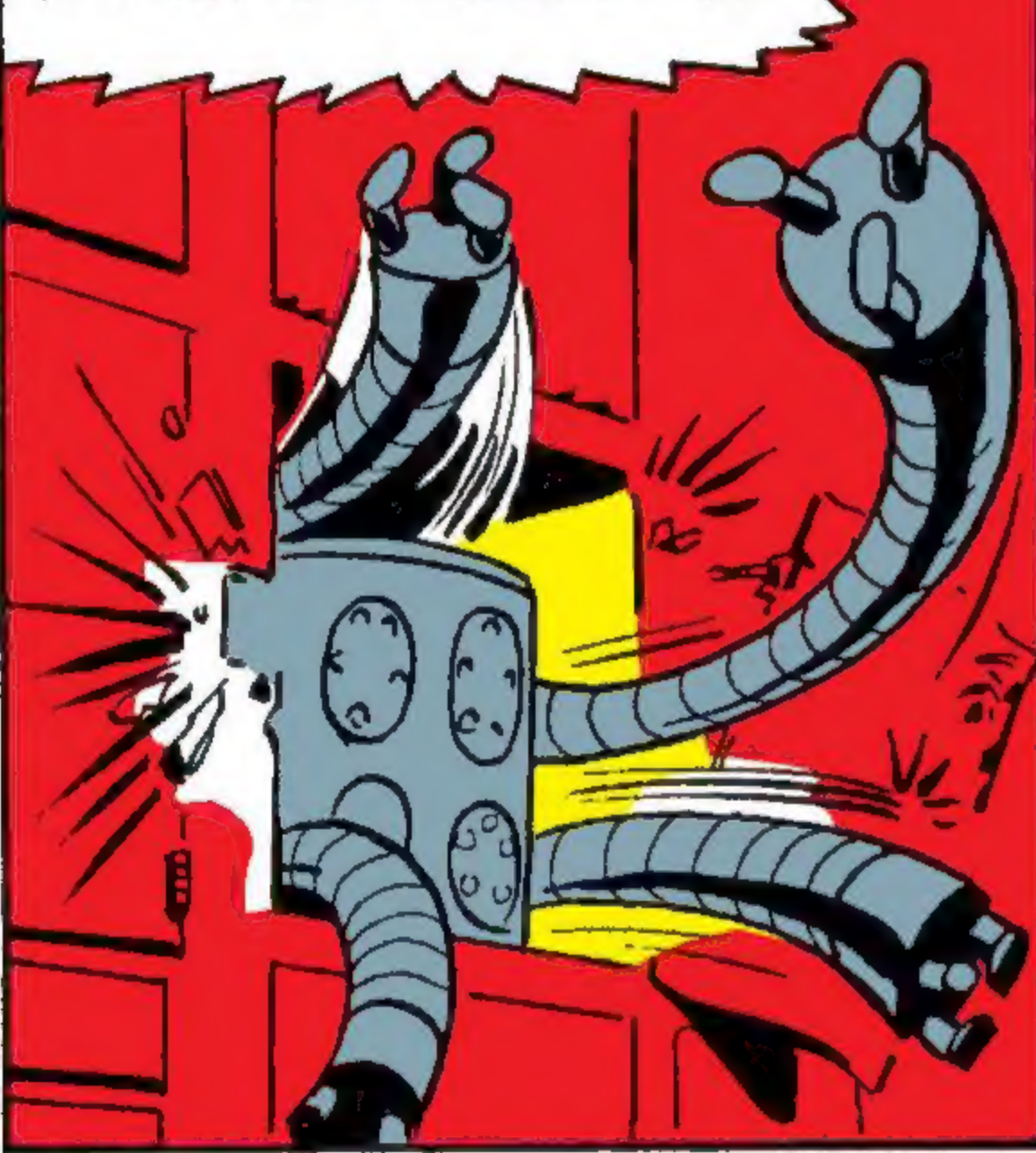
AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... **NOW**... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!

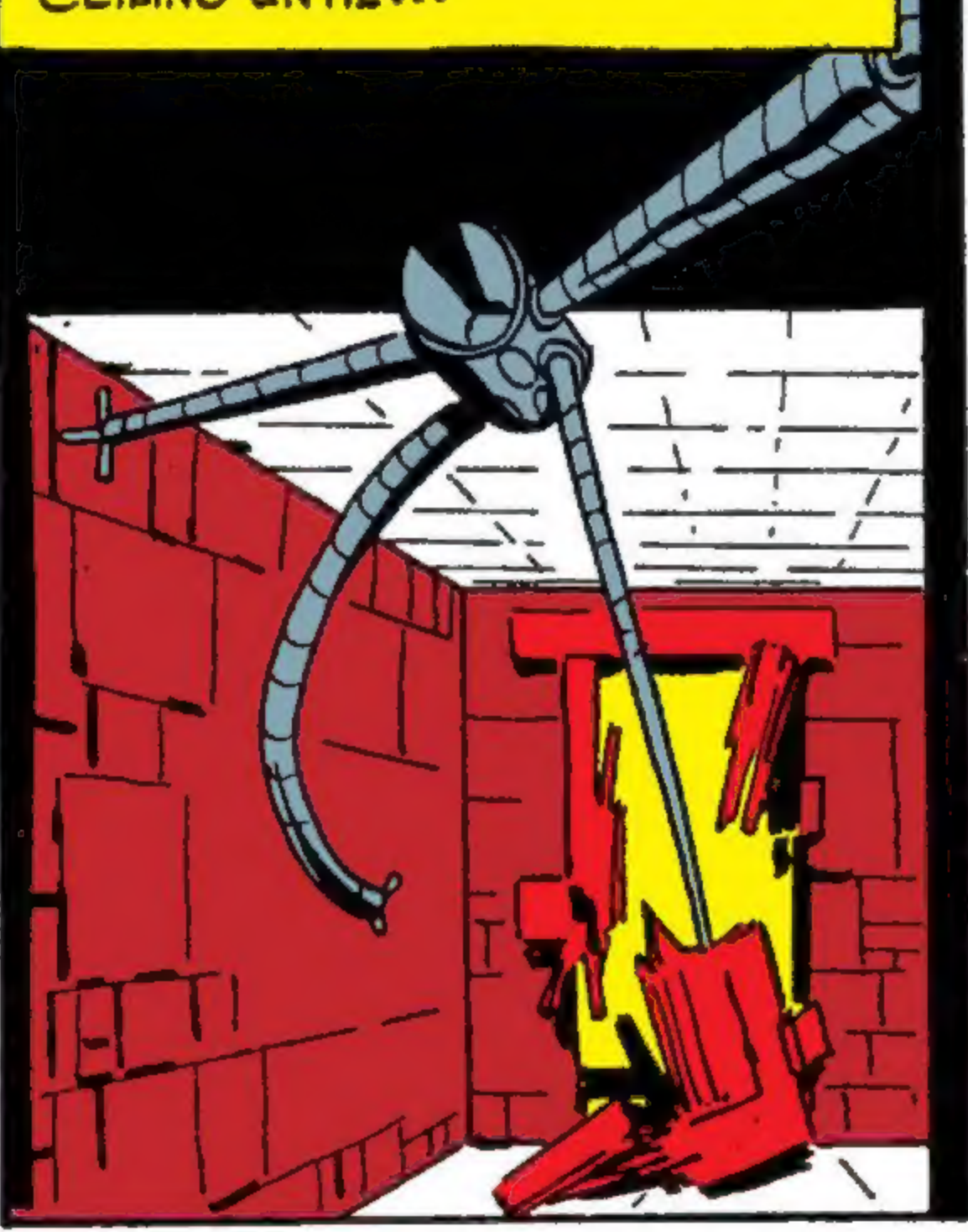


AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND **OBEYED** BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!

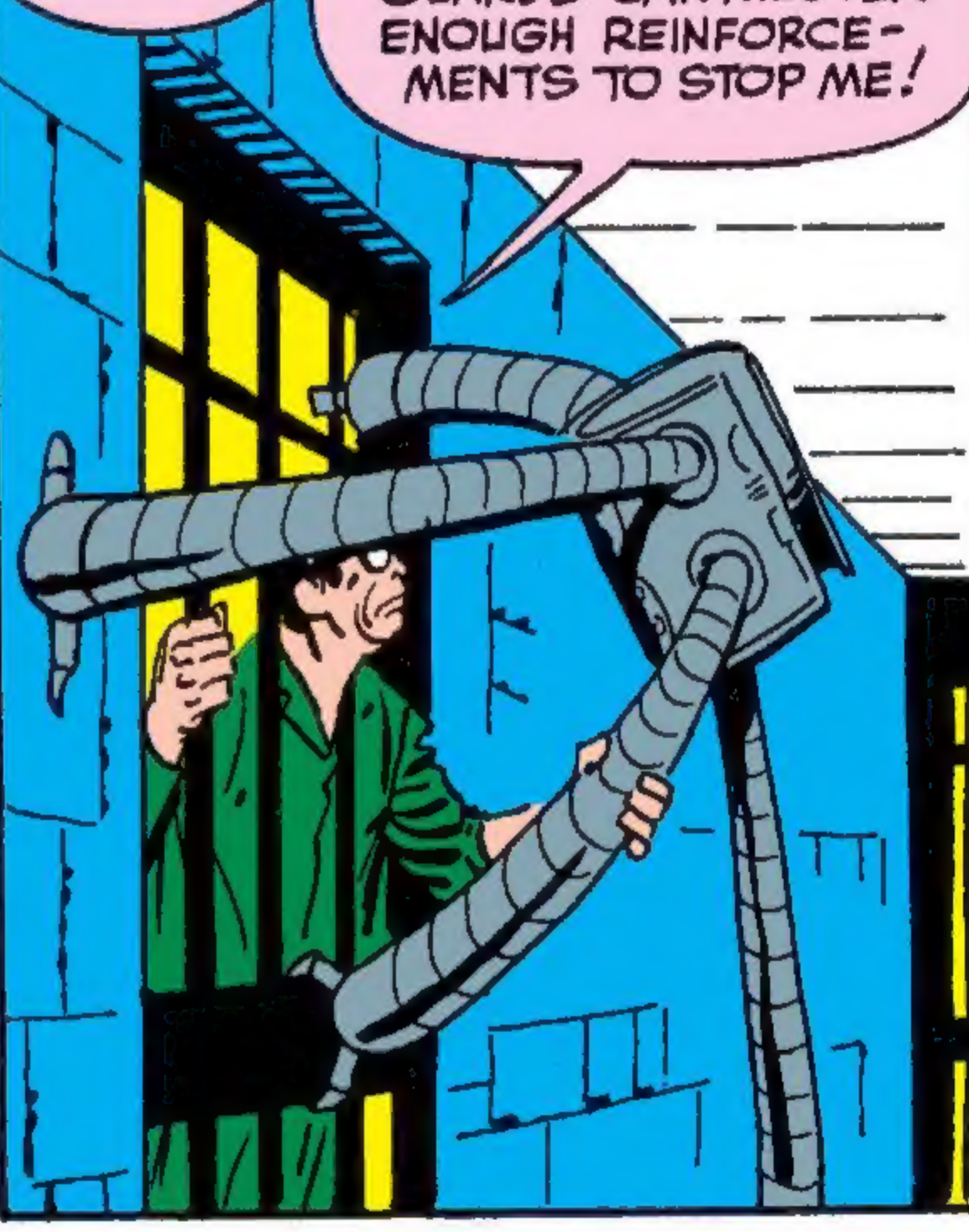


SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I **KNEW** I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!



THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL **DAILY BUGLE**, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

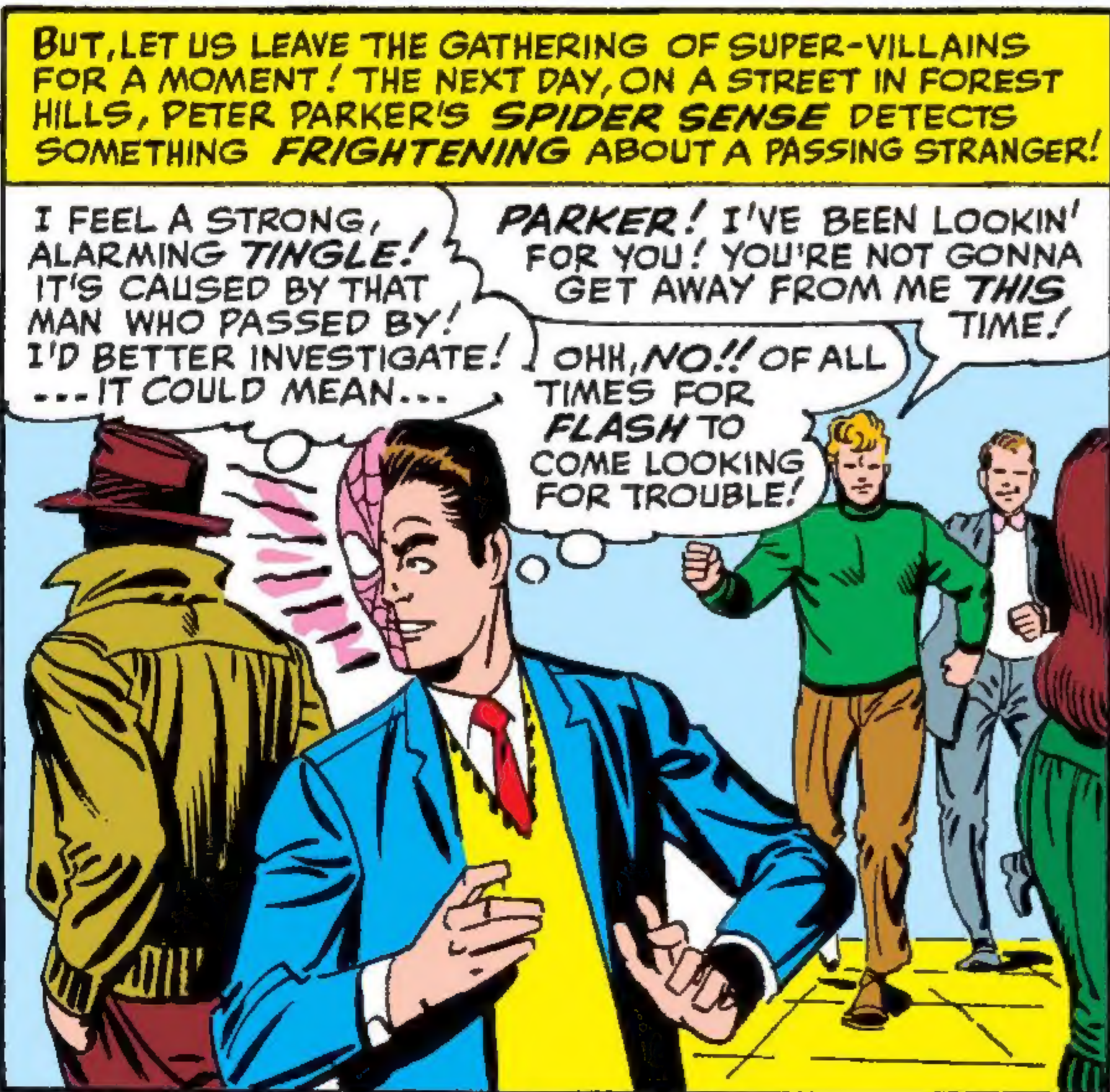
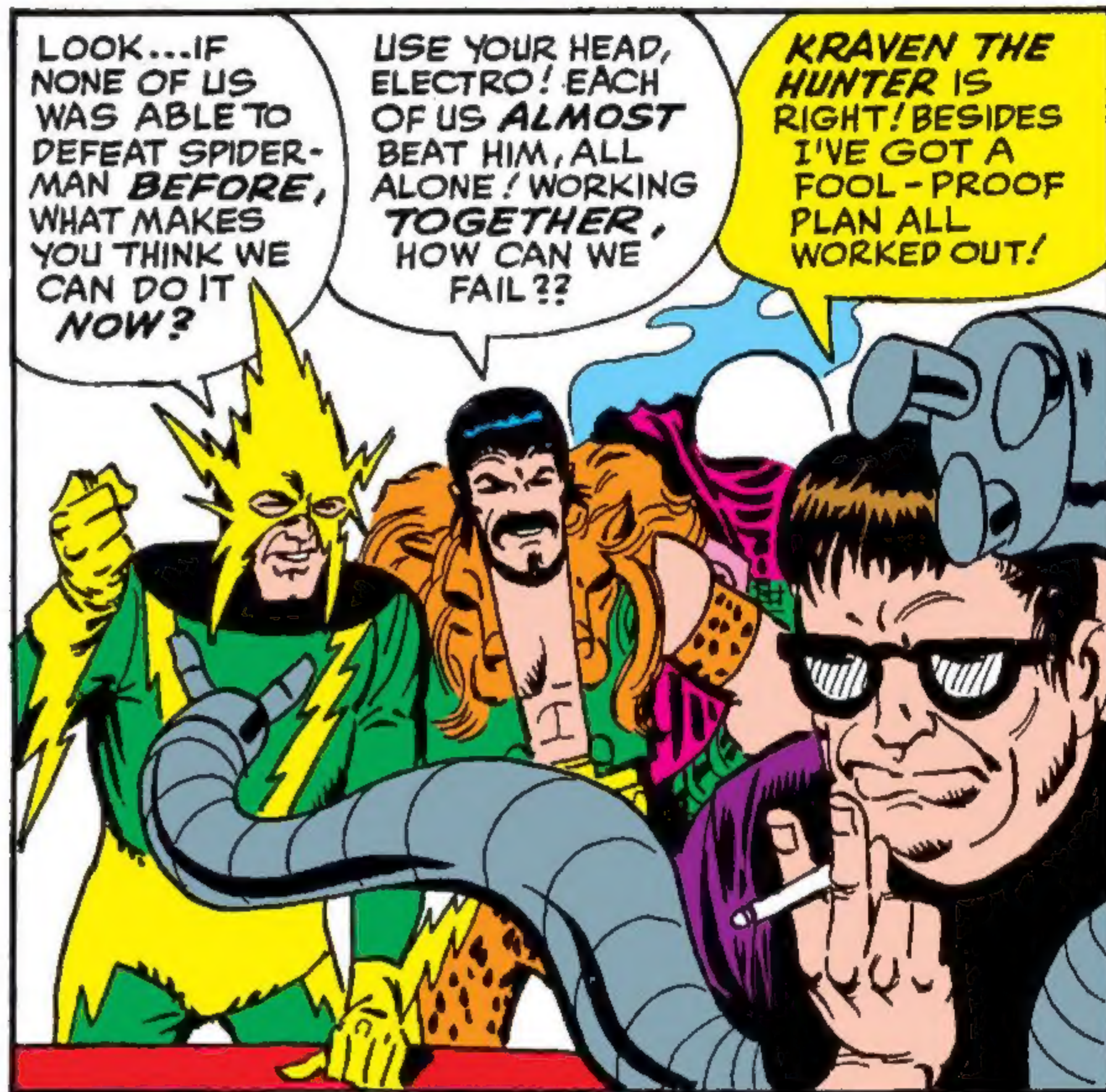
SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU YET??!

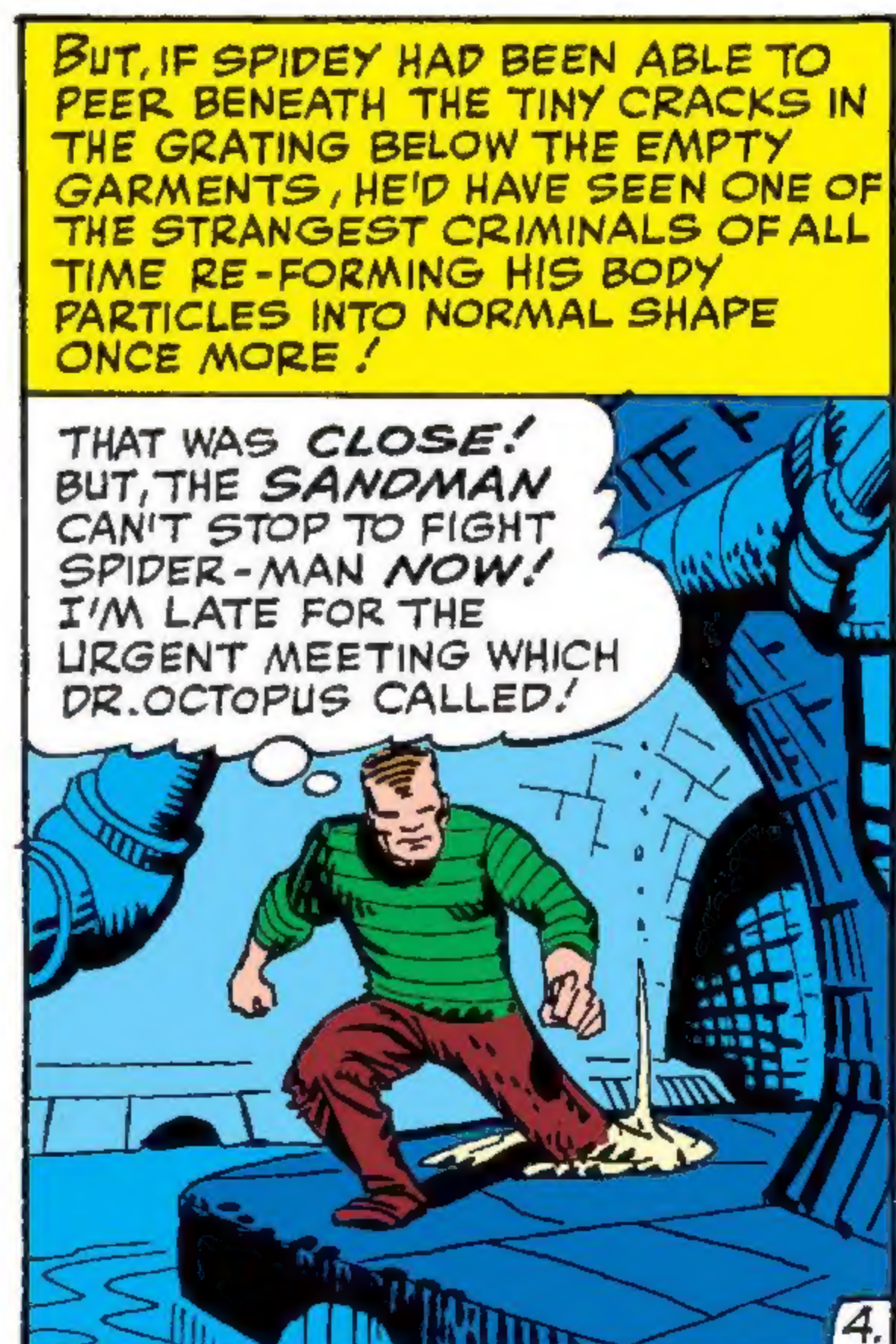
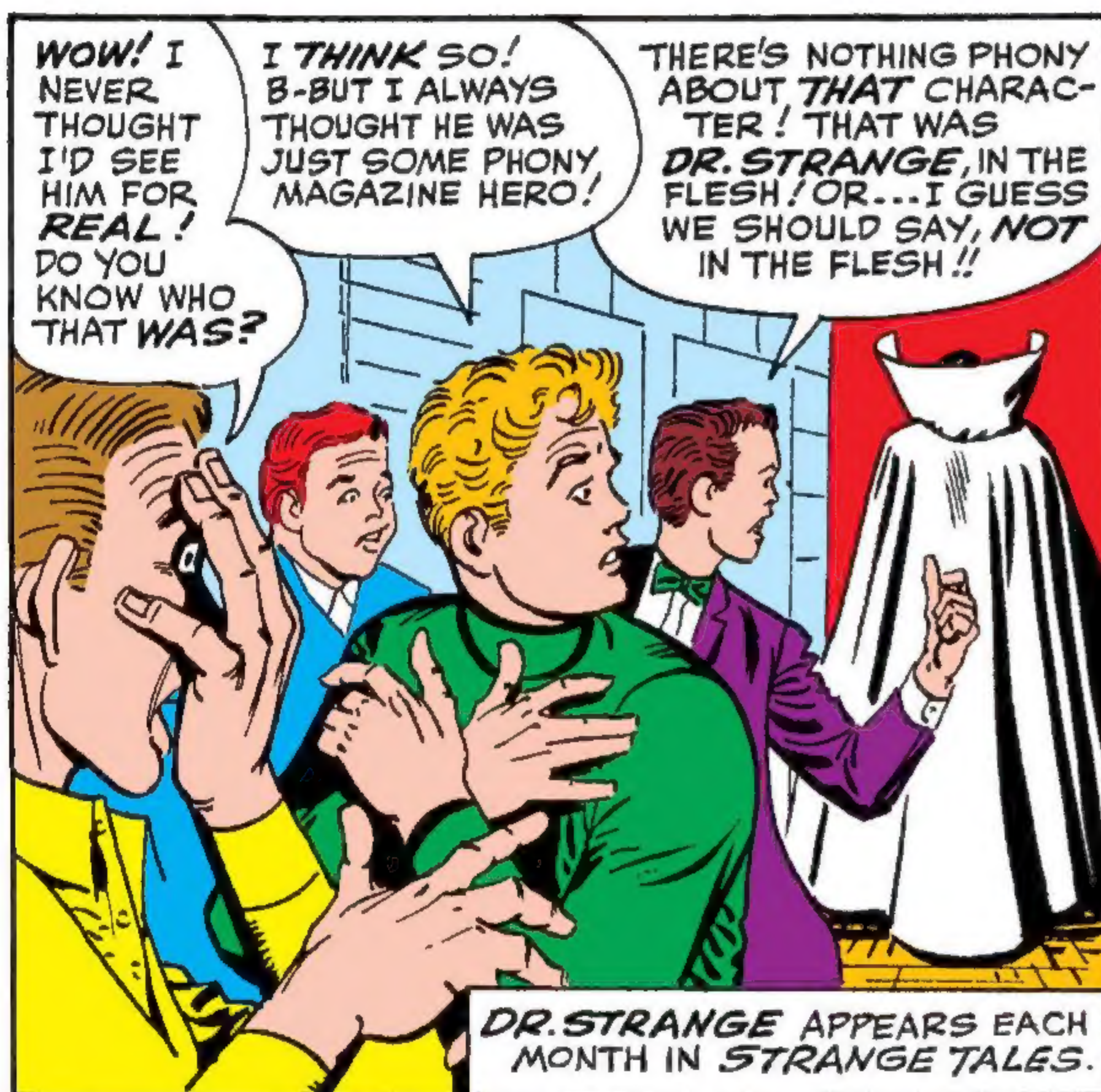
IF ONLY THAT BLASTED **PETER PARKER** WAS HERE TO SNAP SOME PHOTOS OF HIM!!

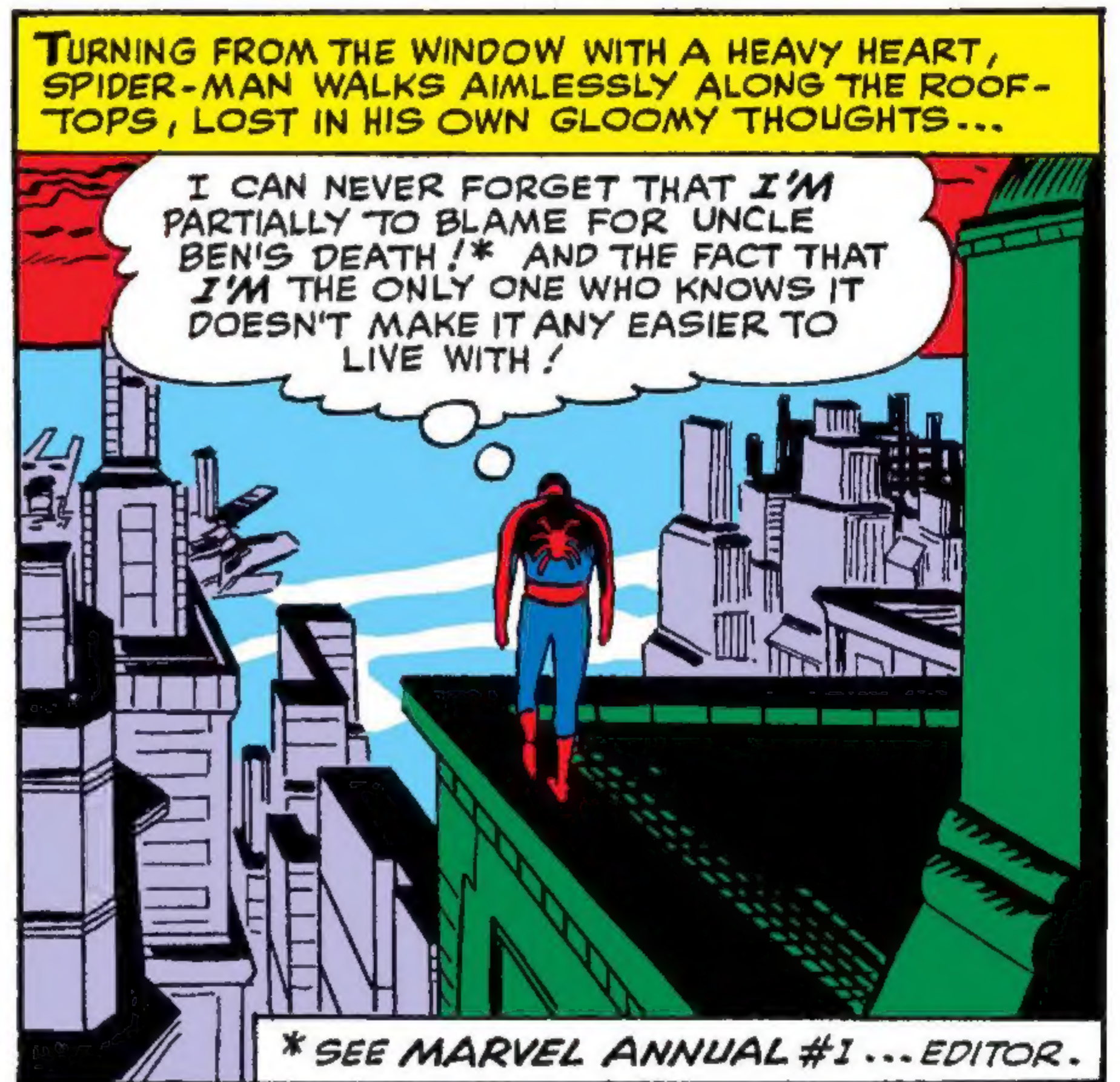
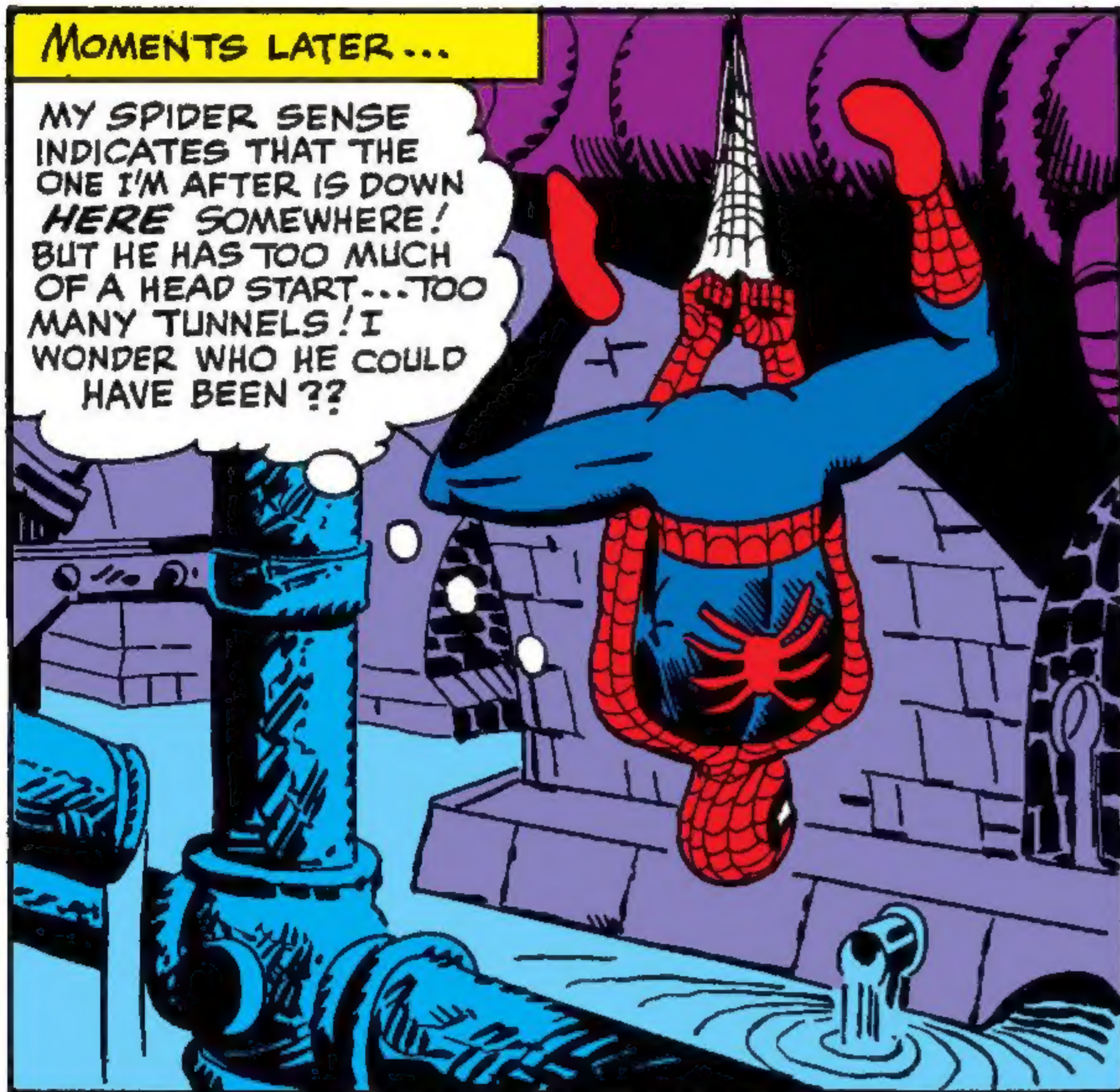


WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE **HIM** AGAIN!!











THERE'S THE **FANTASTIC FOUR**... IN THEIR **FANTASTI-CAR**!! THEY **SEE ME**!! B-BUT THEY'RE FLYING RIGHT **PAST ME**!!

LOOK, REED! THERE'S THAT SWELL-HEADED **SPIDER-MAN** SHOWING OFF FOR THE PUBLIC, AS USUAL!!

THIS TOWN'S **CRAWLIN'** WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A PROGRAM TO TELL ONE FROM THE OTHER!

WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!

DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE YOU!

THE FANTASTIC FOUR APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

THEY MUST HAVE THOUGHT I WAS **CLOWNING** OUT HERE, AS USUAL!

WELL, I'VE GOT TO TRY TO MAKE IT...TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER... ALMOST THERE...

MADE IT! NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN...I'LL HUG THE WALL AND KEEP INCHING FORWARD!

FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...

I'VE GOT TO GET **HOME** NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE **SEEN**! WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN **UN-MASKING** ME!!

AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORTLESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...

YOU LOOK **PALE**, DEAR! IS ANYTHING WRONG?

NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDYING TOO HARD!

WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!

THANKS, AUNT MAY! I WILL!

AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT **NOW**, WHAT NEXT? WHAT DO I **DO** WITH MY LIFE??

MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!

NOW THAT WE'RE ALL HERE, WE'LL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!

SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SAND-MAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN!

HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!

WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!

HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!

PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!

OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!

KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!

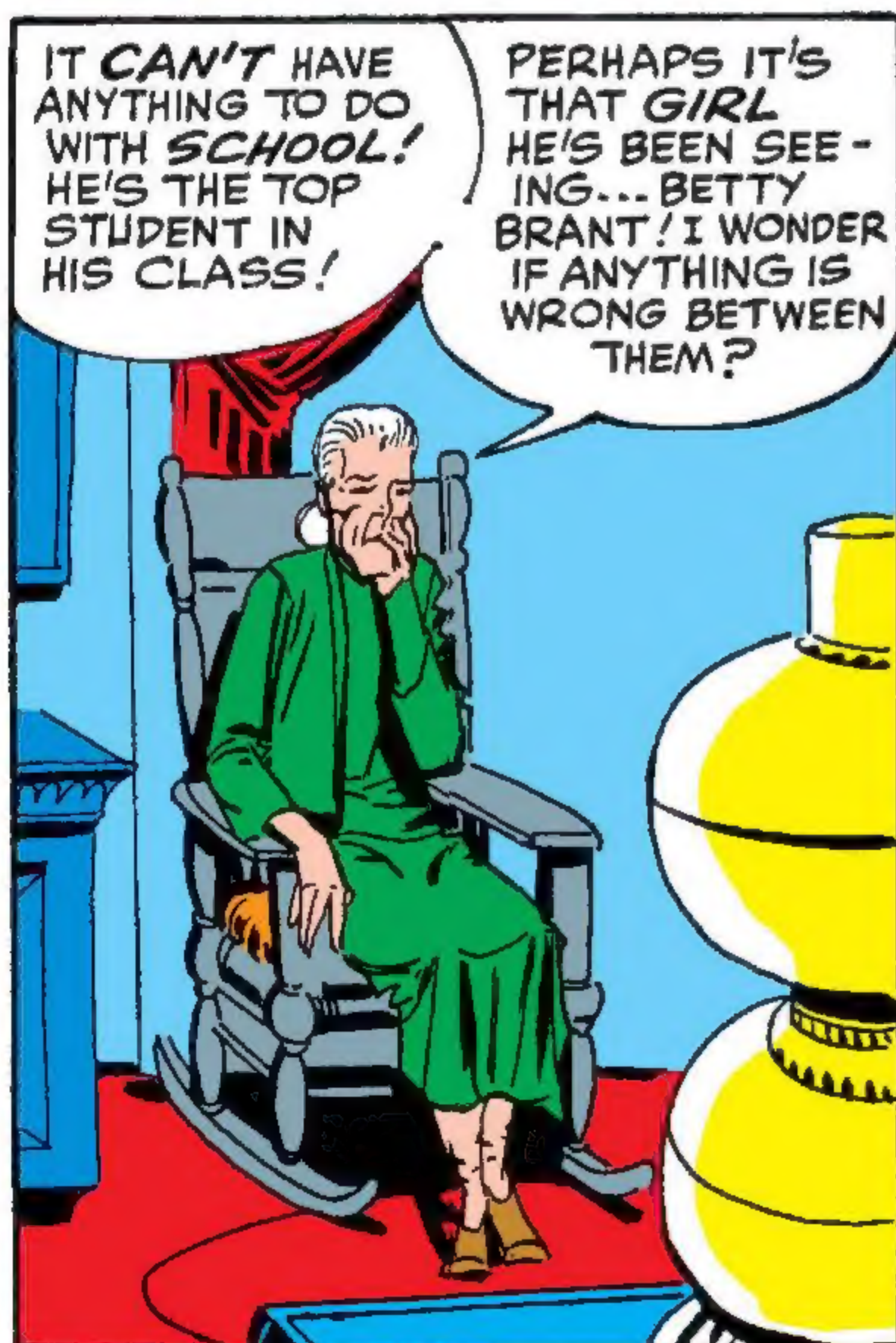
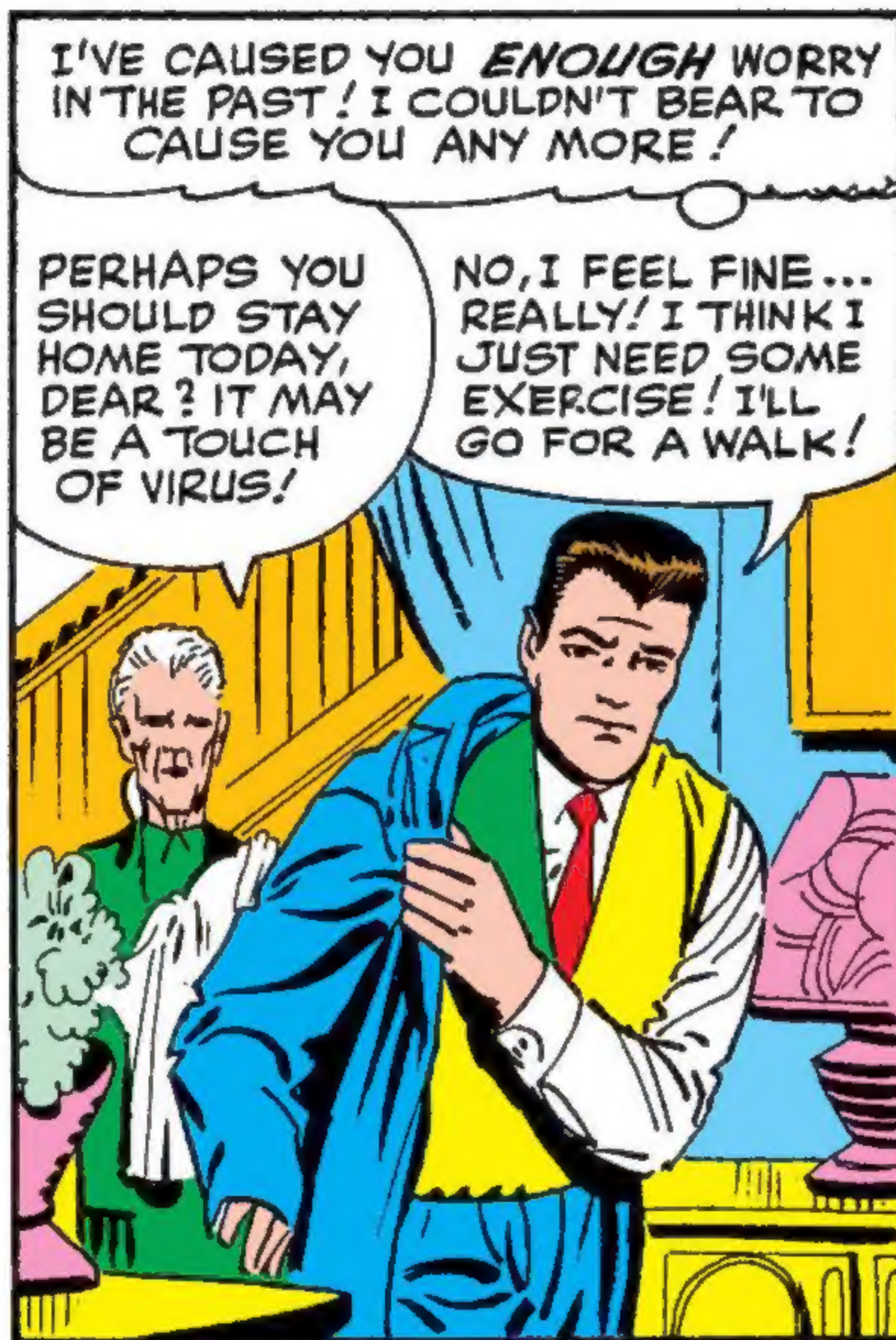
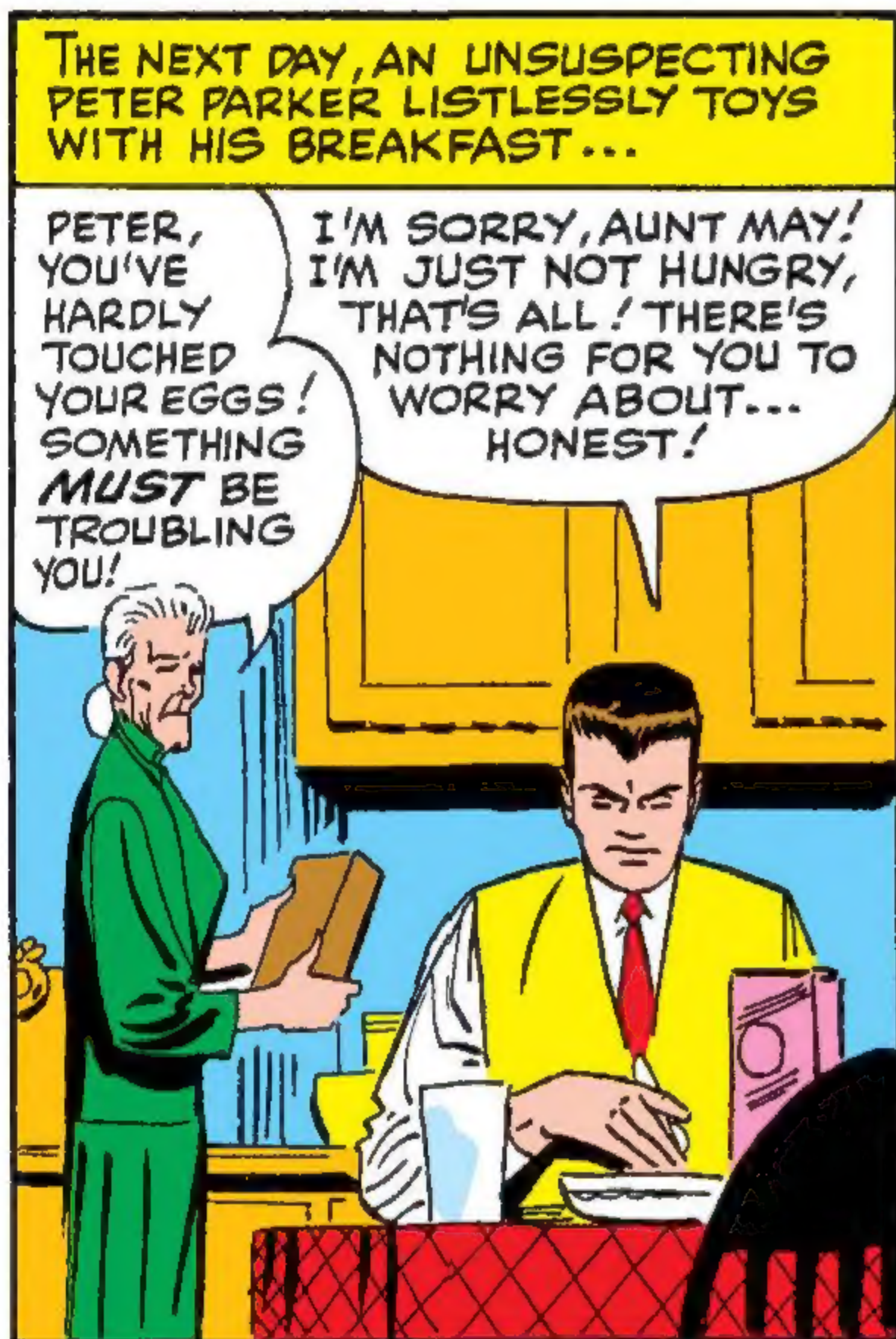
BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

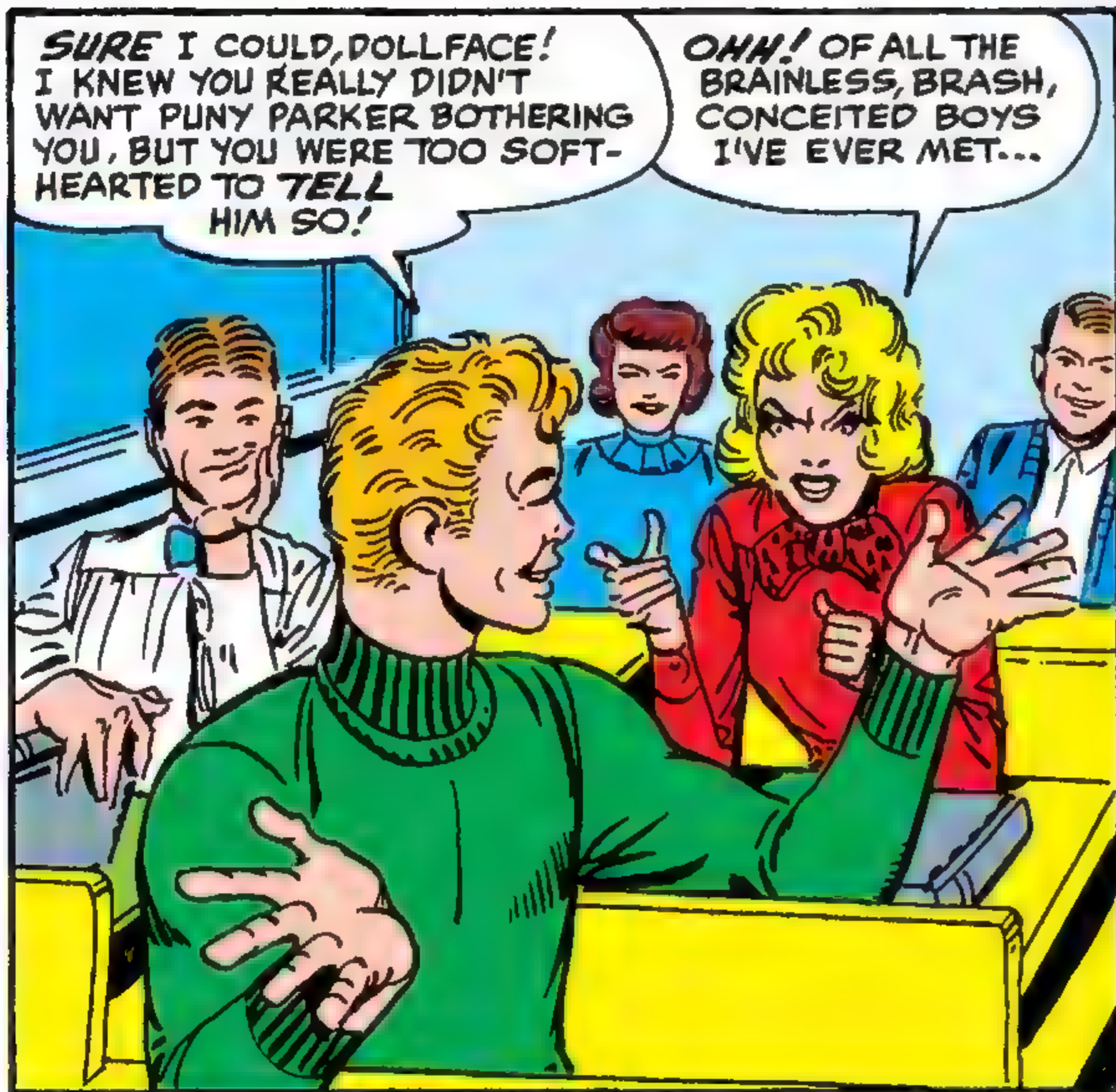
I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!

NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!

WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!

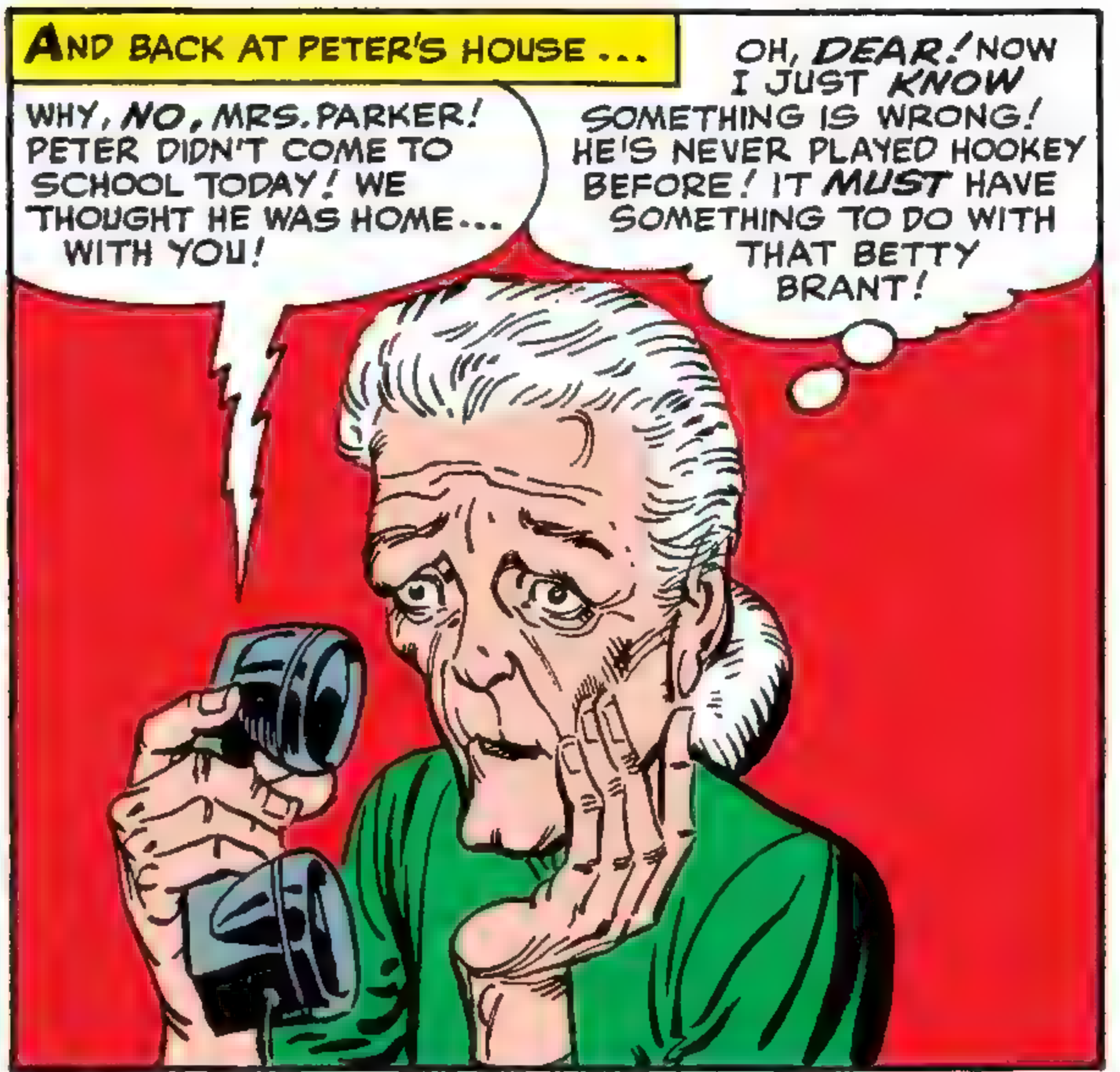
GOOD! ACTION AT LAST!





SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOTHERING YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!

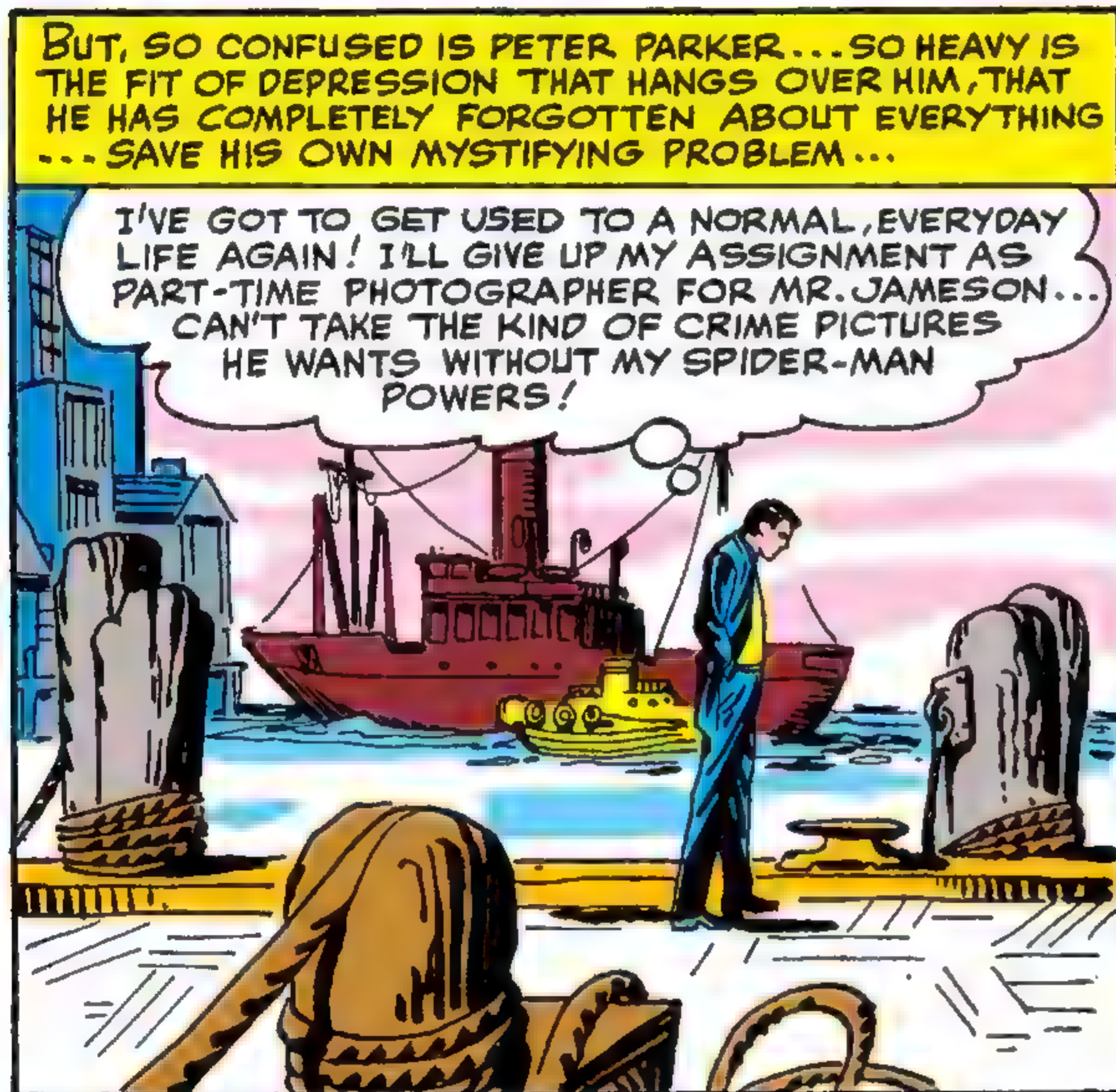
OH, OF ALL THE BRAINGLESS, BRASH, CONCEITED BOYS I'VE EVER MET...



AND BACK AT PETER'S HOUSE ...

WHY, NO, MRS. PARKER! PETER DIDN'T COME TO SCHOOL TODAY! WE THOUGHT HE WAS HOME... WITH YOU!

OH, DEAR! NOW I JUST KNOW SOMETHING IS WRONG! HE'S NEVER PLAYED HOOKEY BEFORE! IT MUST HAVE SOMETHING TO DO WITH THAT BETTY BRANT!



BUT, SO CONFUSED IS PETER PARKER... SO HEAVY IS THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING ... SAVE HIS OWN MYSTIFYING PROBLEM...

I'VE GOT TO GET USED TO A NORMAL, EVERYDAY LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS PART-TIME PHOTOGRAPHER FOR MR. JAMESON... CAN'T TAKE THE KIND OF CRIME PICTURES HE WANTS WITHOUT MY SPIDER-MAN POWERS!



MAYBE I CAN EVEN FIND THE COURAGE TO TELL BETTY THE TRUTH ABOUT MYSELF! AFTER ALL, WHAT HARM CAN IT DO NOW?

HEY, LOOK! DO YOU SEE WHAT I SEE?

WOW! I NEVER EXPECTED TO SEE THEM IN REAL LIFE!

HURRY! LET'S GET A BETTER LOOK AT THEM!



IT'S GIANT-MAN... AND THE WASP! THEY'VE TRAPPED A GANG OF CRIMINALS!

ALL RIGHT, BOYS... THE PARTY'S OVER! BETTER PHONE FOR THE POLICE, WASP!

OKAY, BLUE EYES, BUT THIS TIME LET'S USE YOUR DIME! YOU ALWAYS FORGET TO PAY ME BACK FOR THOSE PHONE CALLS!



BUT, AS THE CROWD GATHERS AROUND THE TOWERING CRIME-FIGHTER...

A FEW DAYS AGO I'D HAVE BEEN RIGHT IN THE CENTER OF THINGS! BUT NOW, I DON'T EVEN WANT TO BE NEAR ANY CRIMINALS!

GIANT-MAN AND THE WASP APPEAR MONTHLY IN TALES TO ASTONISH.

AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE **DAILY BUGLE** BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE??!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO?? I'D SWEAR THAT'S THE SANDMAN... WITH **ELECTRO** INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!

MINUTES LATER...

THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT TO DO!

AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... **DOCTOR OCTOPUS!** WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T HEARD OF HIM?! DON'T LET HIS LOOKS DECEIVE YOU, MRS. PARKER!

NOW, NOW, DEAR.. WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND **ELECTRO**?! IT DOESN'T SOUND POSSIBLE!

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!

SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...

I HAVE A MESSAGE FOR SPIDER-MAN!

THE **SINISTER SIX** HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!

THE **SINISTER SIX??!**

BUT HOW THE DICKENS AM I SUPPOSED TO TELL SPIDER-MAN??

PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!

ALL RIGHT, I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!

EVERY-THING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE BANDED TOGETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!*

* SPIDER-MAN #11 AND #12...ED.

BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS?? HOW CAN I SAVE HER THIS TIME??

REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ...OR WE'LL HOLD YOU ACCOUNTABLE!

I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN'T EVEN SWEAR THAT HE KNOWS HOW TO READ!

MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!

BUT IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOMETHING... BUT WHAT?!

OPERATOR! GET ME THE FANTASTIC FOUR! HOW SHOULD I KNOW? LOOK IN THE PHONE BOOK!

THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS...

SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!

IF SOMEONE'S LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN' TABS ON EVERYBODY!

WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!

NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...

SORRY, I NEVER EVEN MET SPIDER-MAN! AND NONE OF MY TEAM-MATES ARE HERE AT THE MOMENT!

I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT MIGHT BE IMPORTANT, CAP!

CAPTAIN AMERICA APPEARS EACH MONTH IN THE AVENGERS.

SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!

IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!

THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE SIX OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF... FOR THEIR SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

WELCOME, SPIDER-MAN! SO WE MEET AGAIN!

ELECTRO!!

THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT ME TO GET IT!!

AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

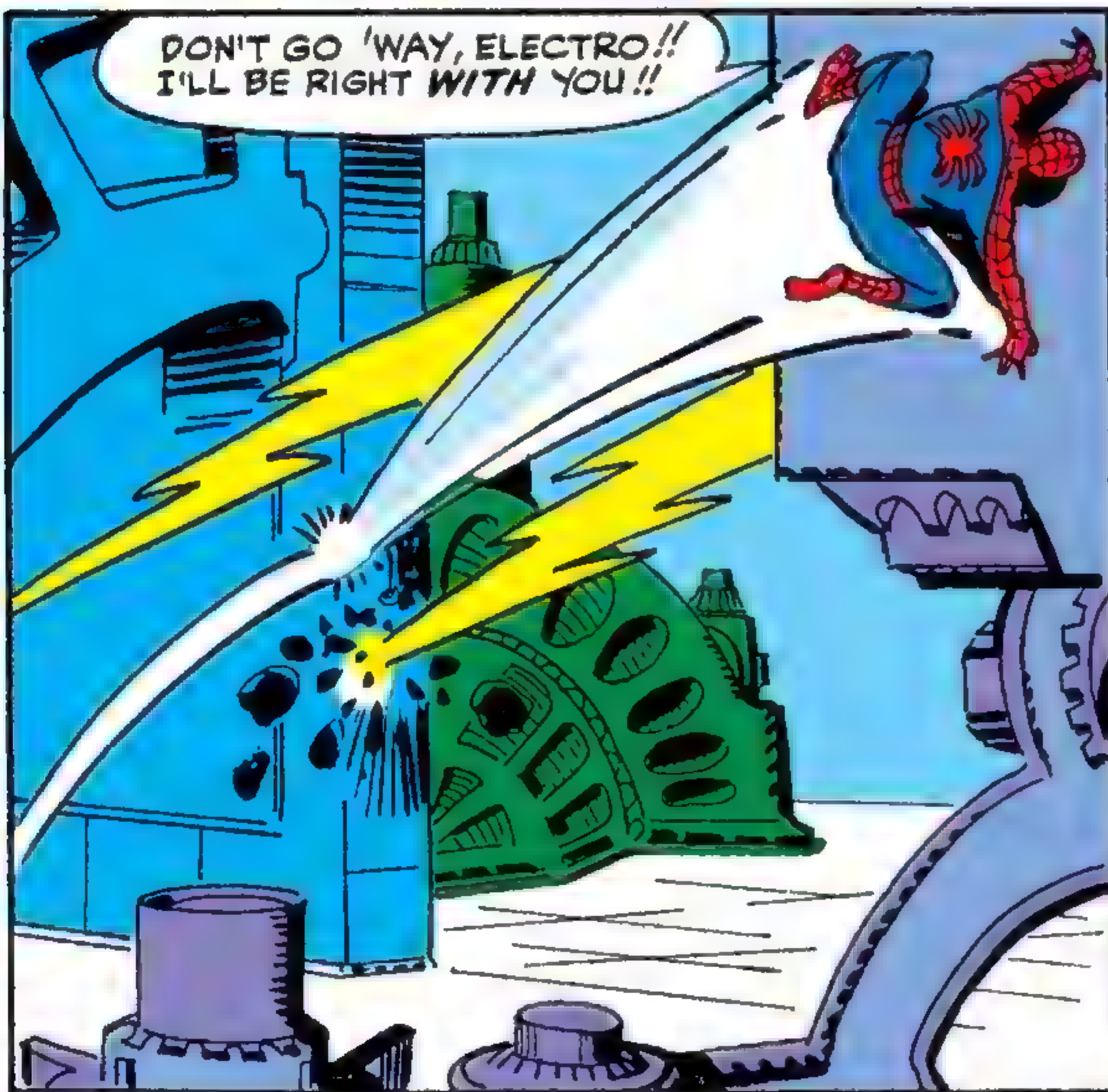
HE'S HURLING AN ELECTRIC BOLT AT ME!

NO! NO! DON'T... STOP!!

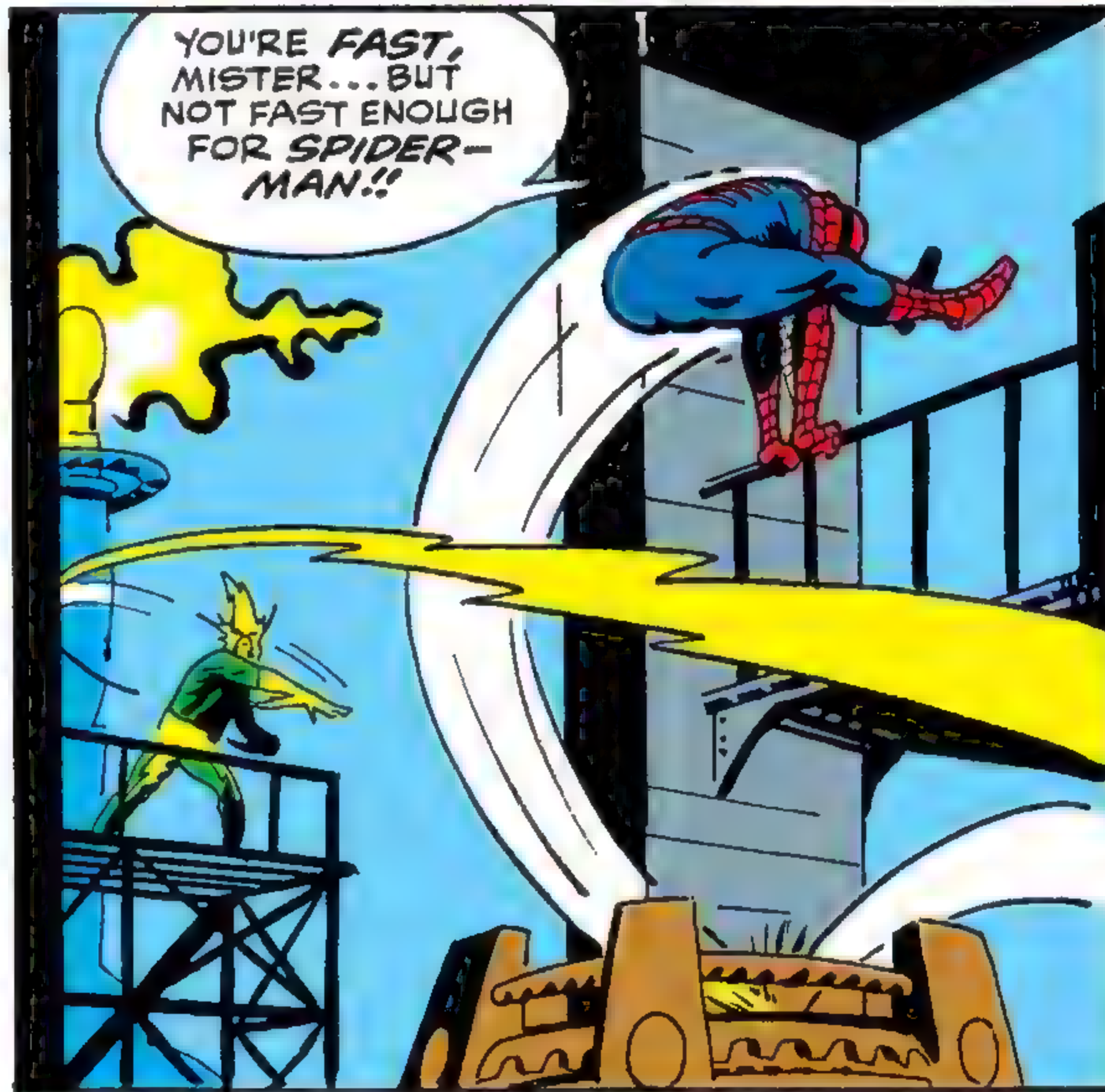
A SPLIT-SECOND LATER, A STARTLING REALIZATION DAWNS UPON THE AMAZING TEEN-AGER...

I'M STILL ALIVE!! I DODGED HIS BOLT! BUT...NOBODY WITHOUT SUPER POWERS CAN DO THAT!! THAT CAN ONLY MEAN ONE THING...

MY POWERS HAVE RETURNED TO ME!! I HAVEN'T LOST THEM!! I'M STILL SPIDER-MAN!



DON'T GO 'WAY, ELECTRO!! I'LL BE RIGHT WITH YOU!!



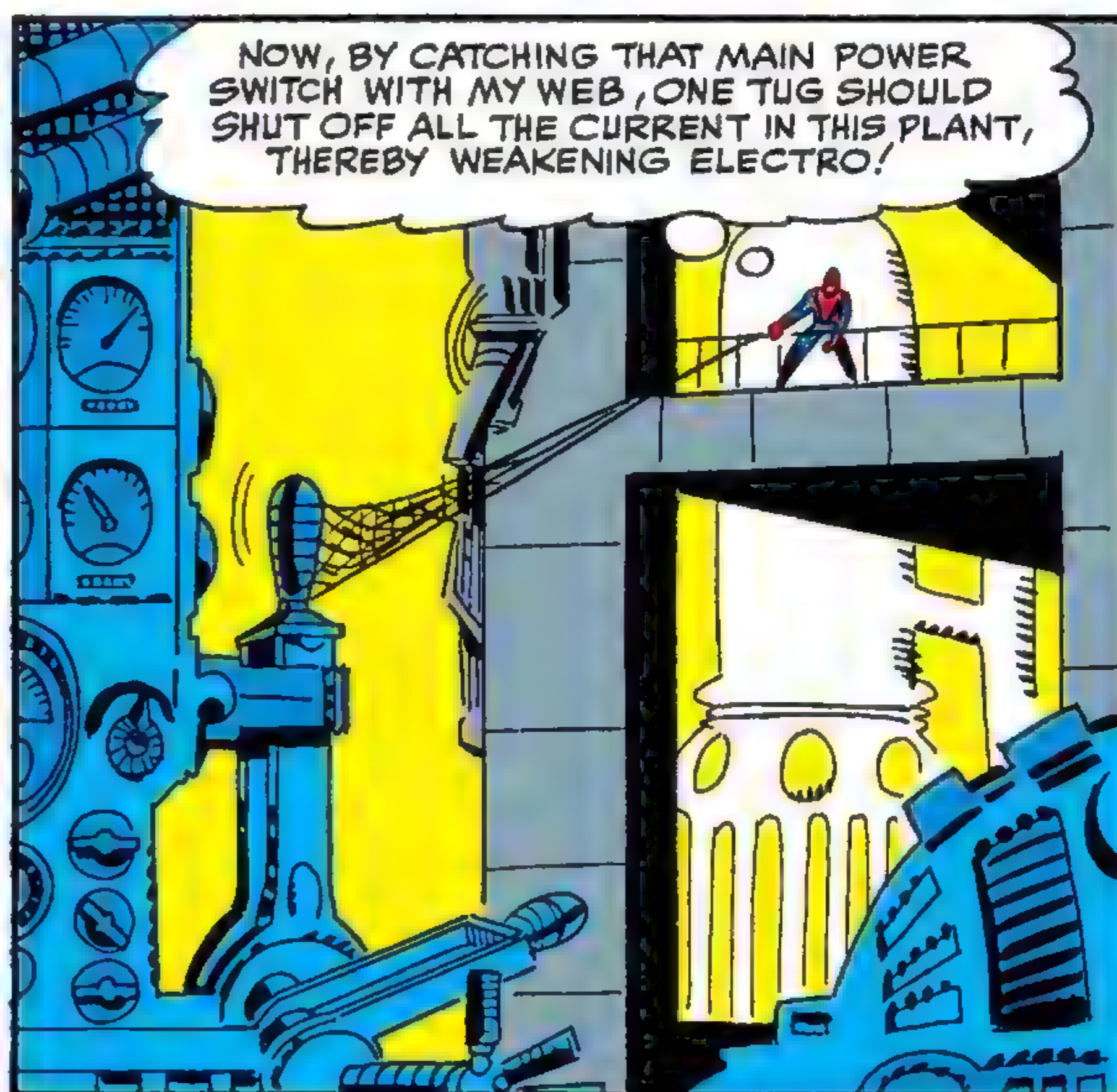
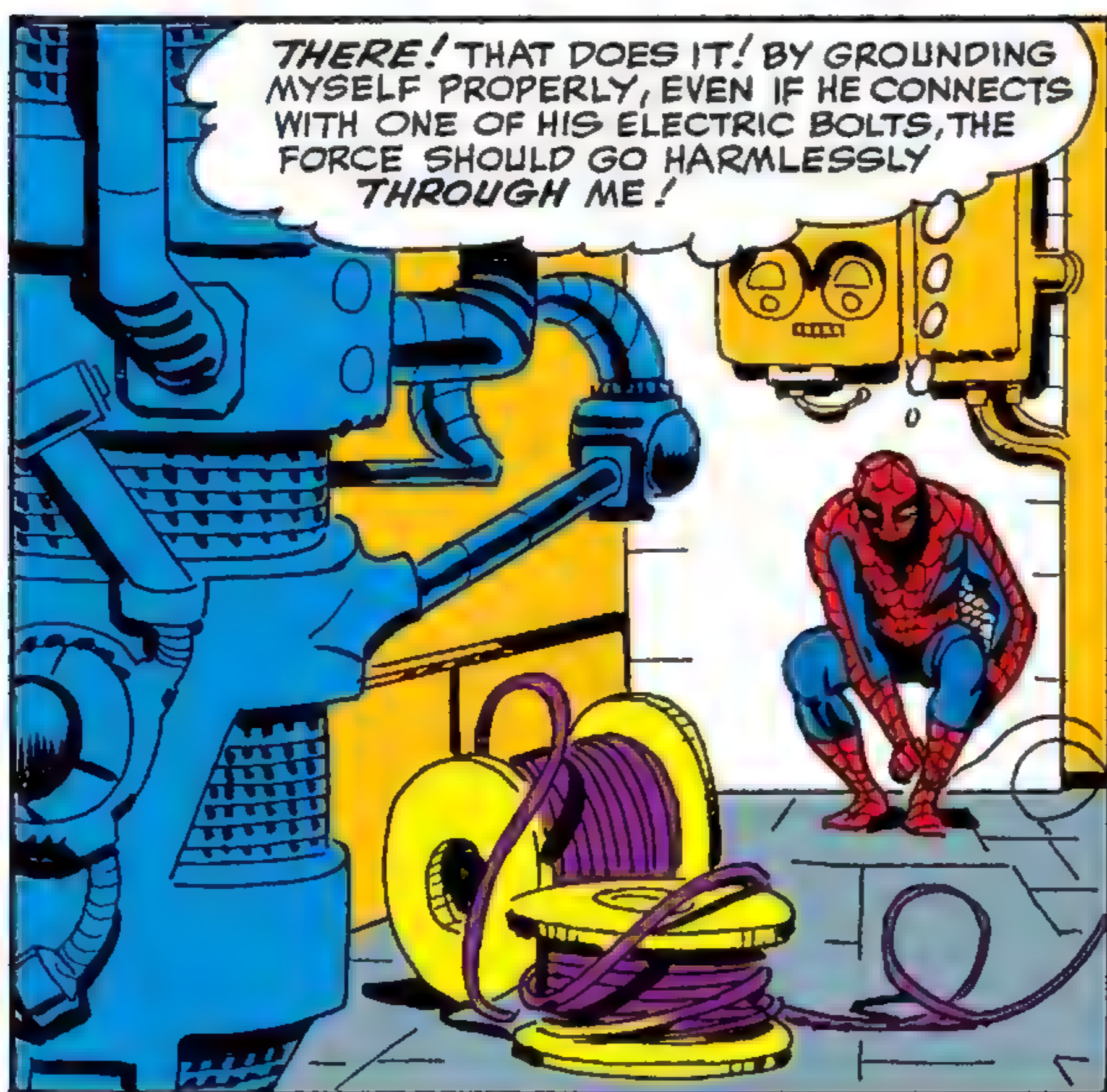
YOU'RE FAST, MISTER... BUT NOT FAST ENOUGH FOR SPIDER-MAN!!



I DON'T NEED AS MUCH SPEED AS YOU! I HAVE MORE SHEER POWER!! SEE WHAT ANY ONE OF MY BOLTS CAN DO!



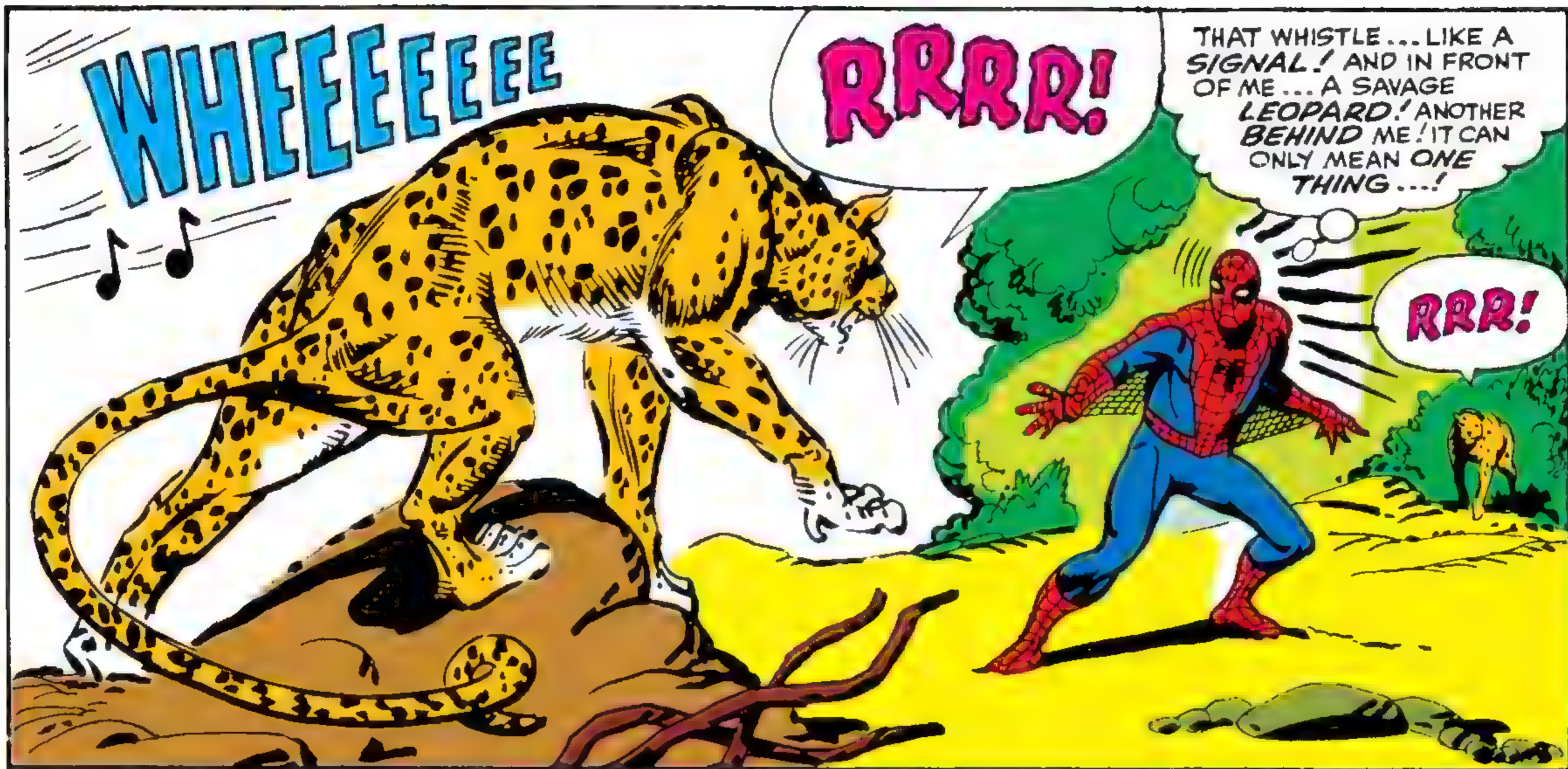
AND, IN A PLACE LIKE THIS, I CAN RECHARGE MYSELF... INCREASING MY POWER WITH EACH PASSING SECOND!!



AND NOW, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!

WHOP!



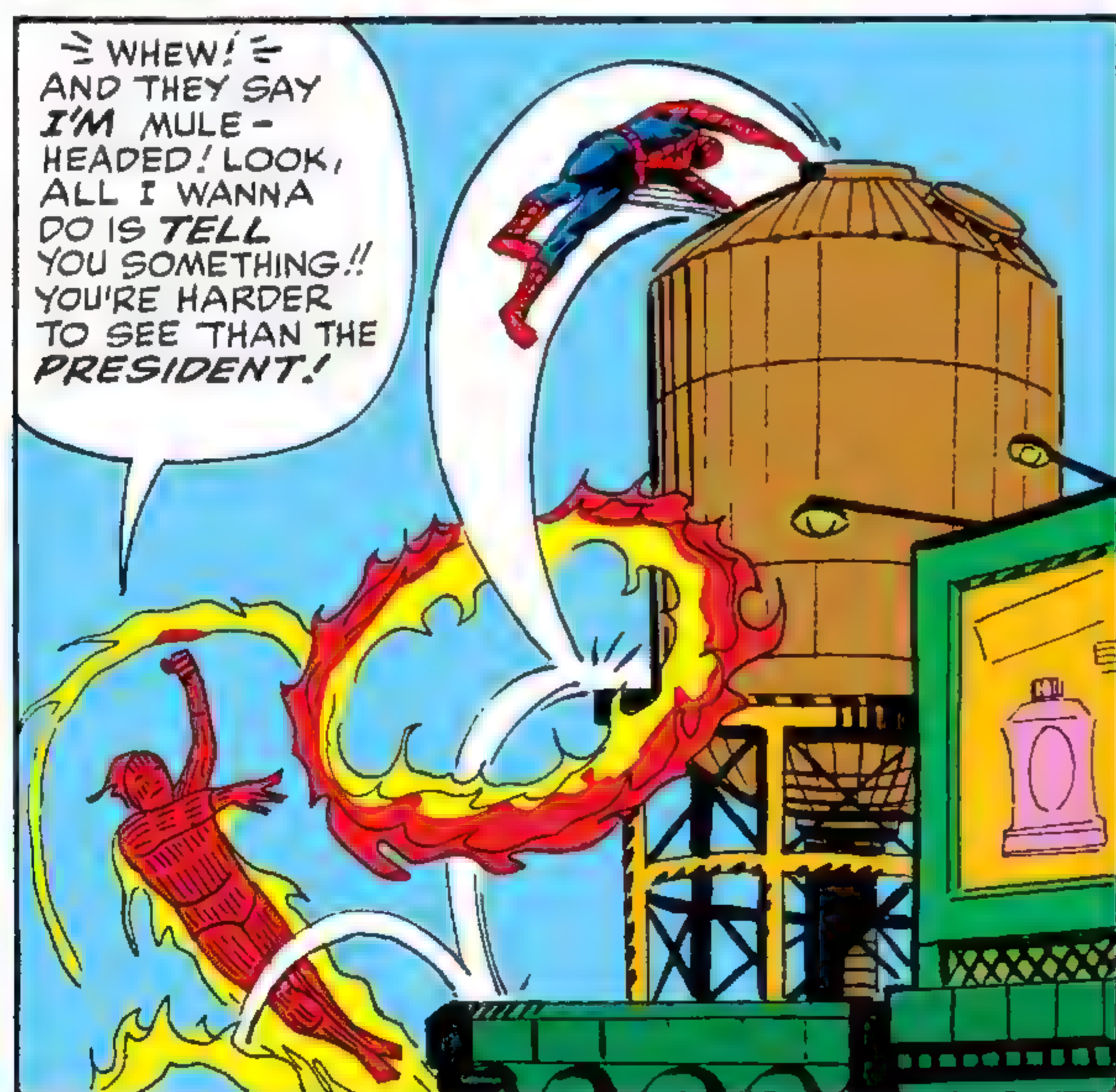


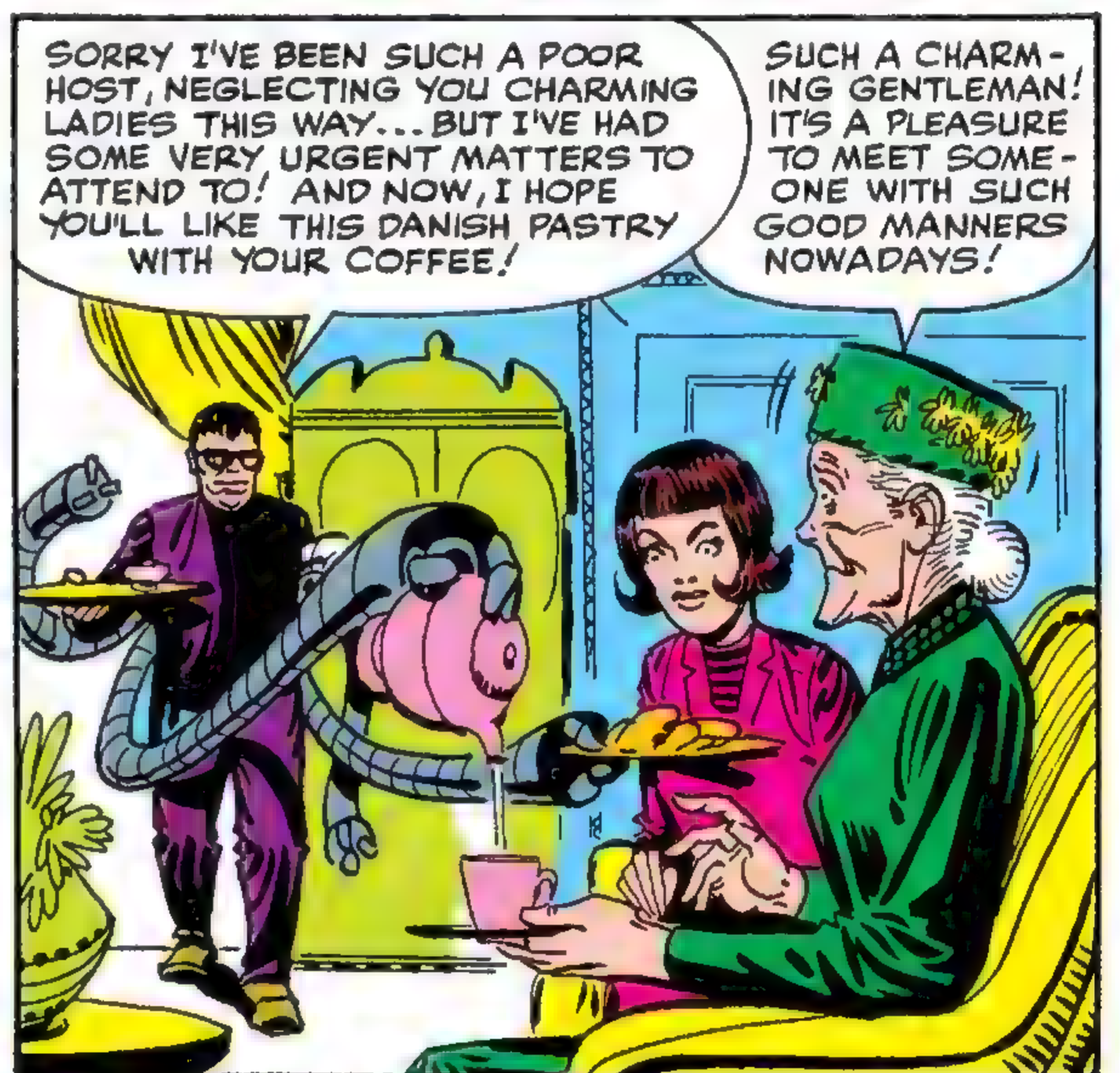
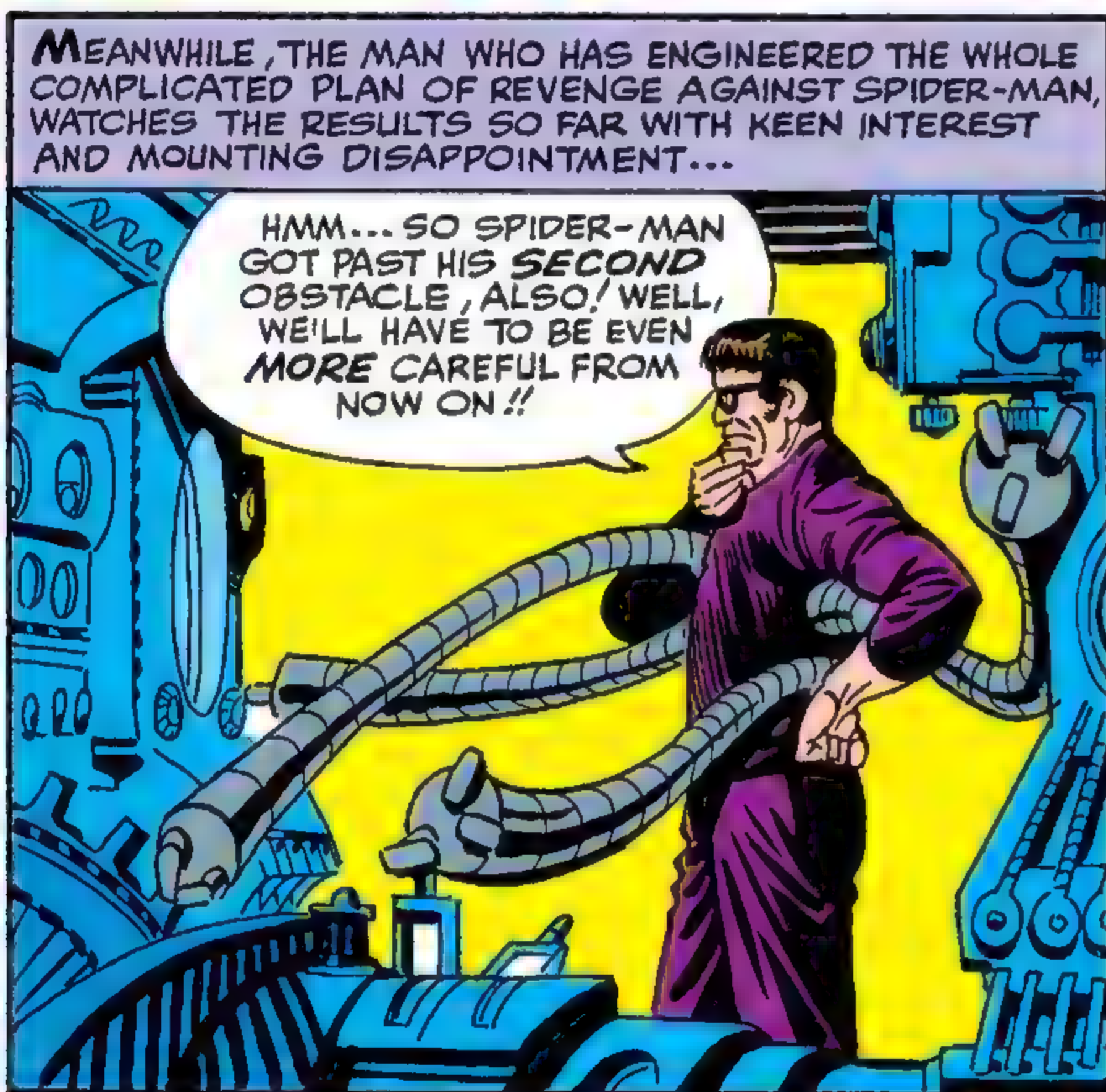
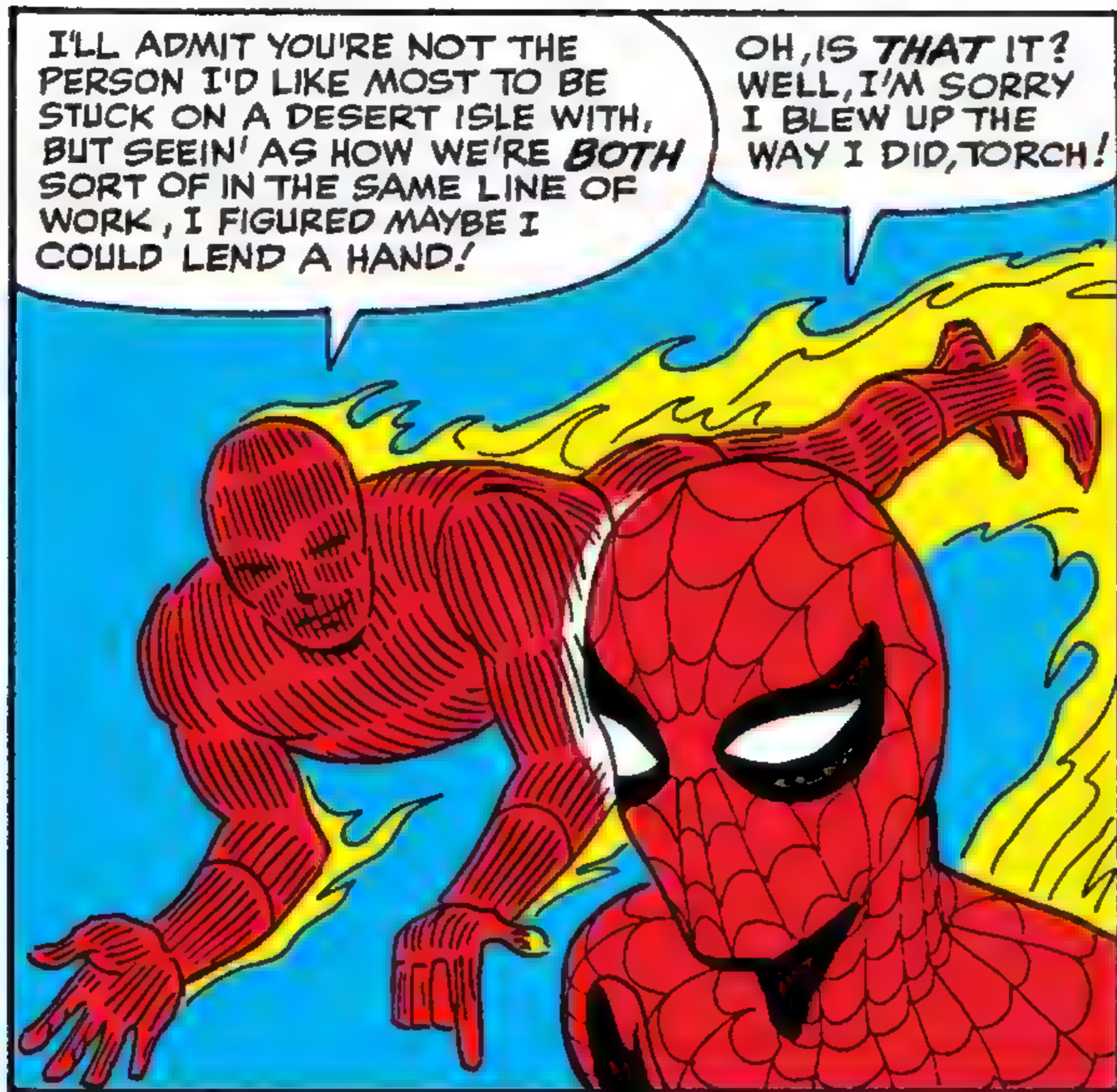
WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

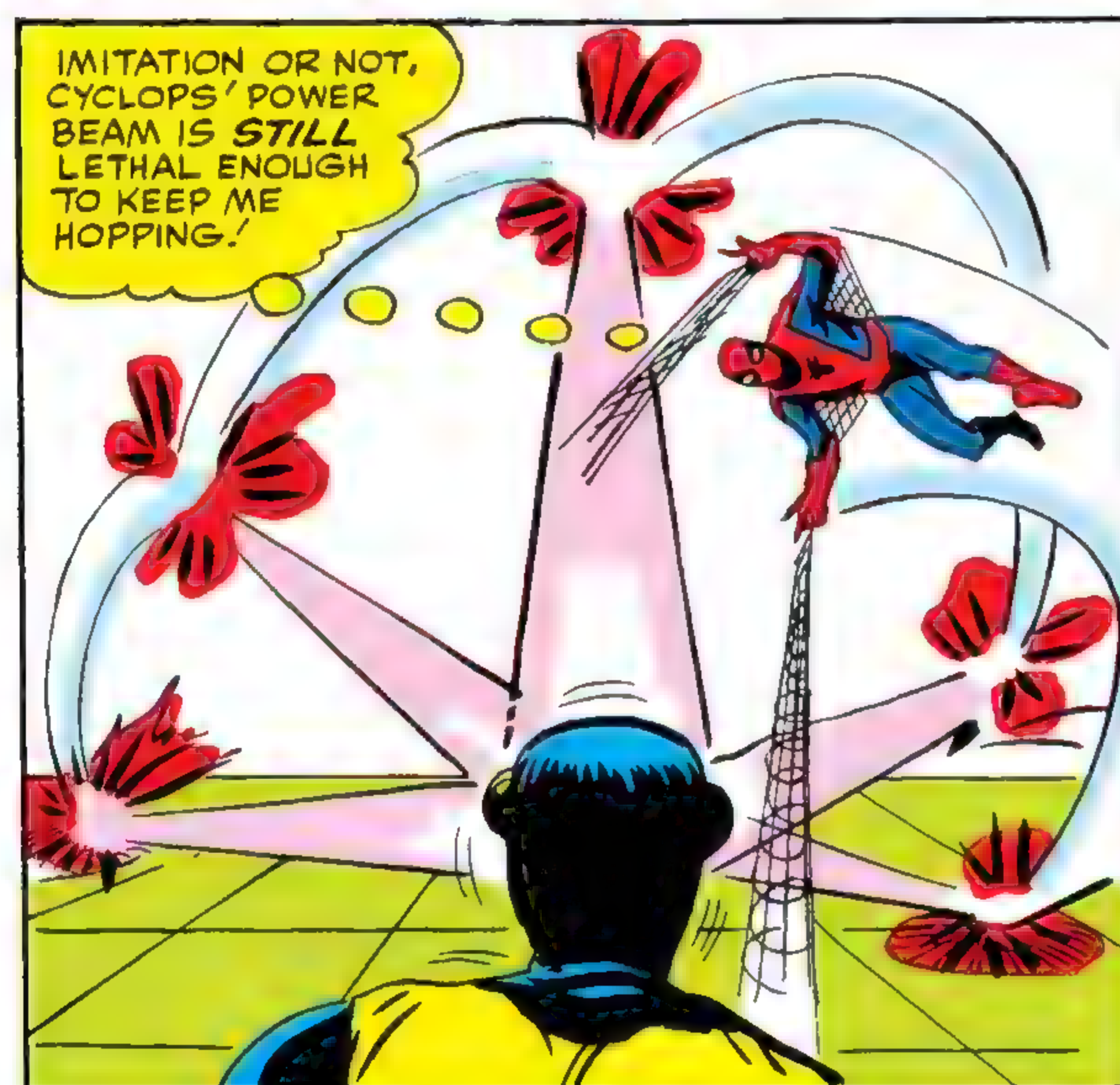
MISSED ME, ALL THREE OF YOU!! THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!







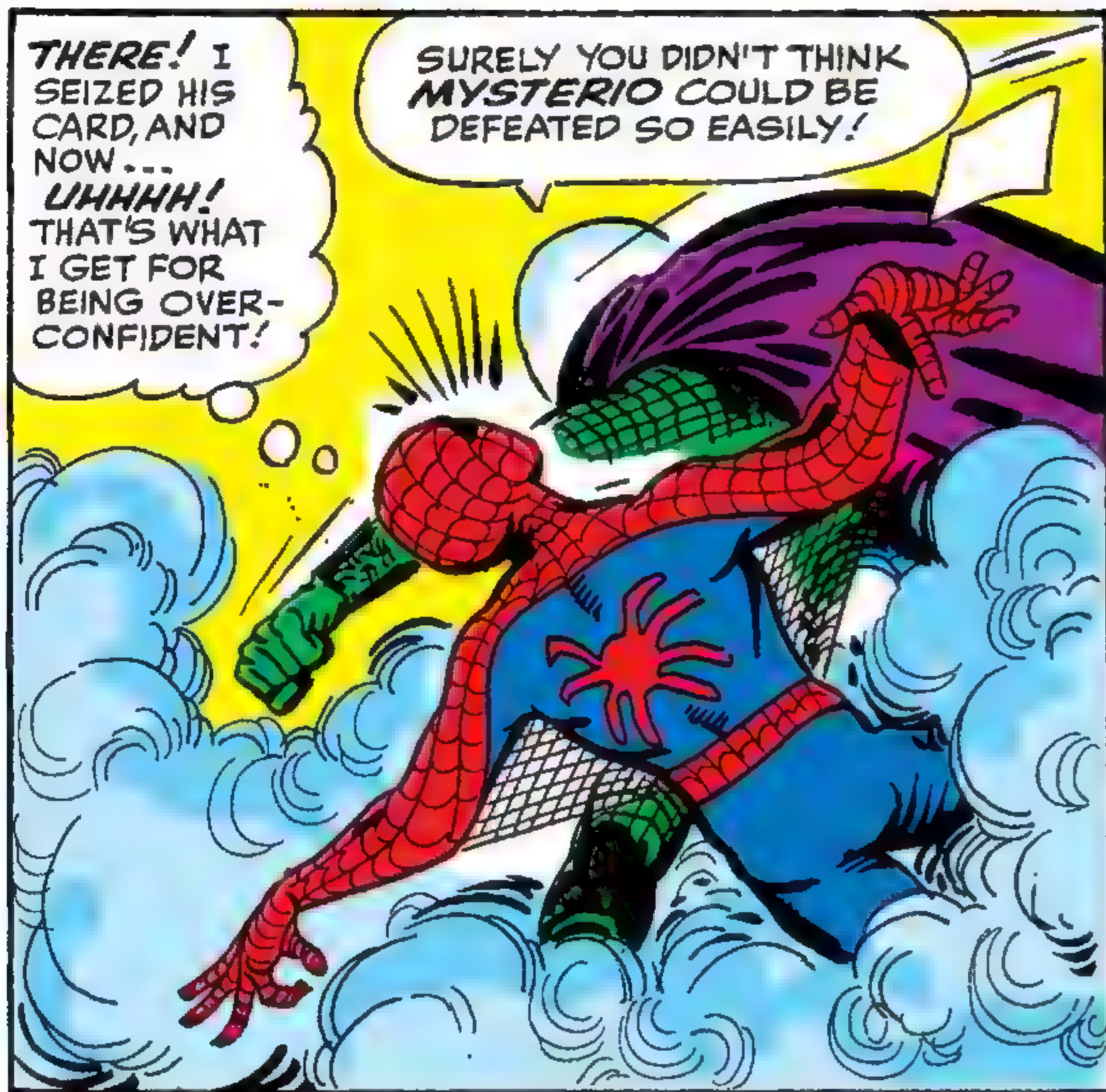




LUCK, YOU CALL IT??
MISTER, YOU DON'T KNOW
THE *HALF* OF IT! I'M THE
ORIGINAL HARD-*LUCK*
KID!

BUT THAT WON'T STOP ME
FROM PLAYIN' A DRUM SOLO
ON THAT GLASS FISHBOWL
OF YOURS UNLESS YOU GIVE
ME THE CARD WITH MY FOURTH
DESTINATION ON IT!!





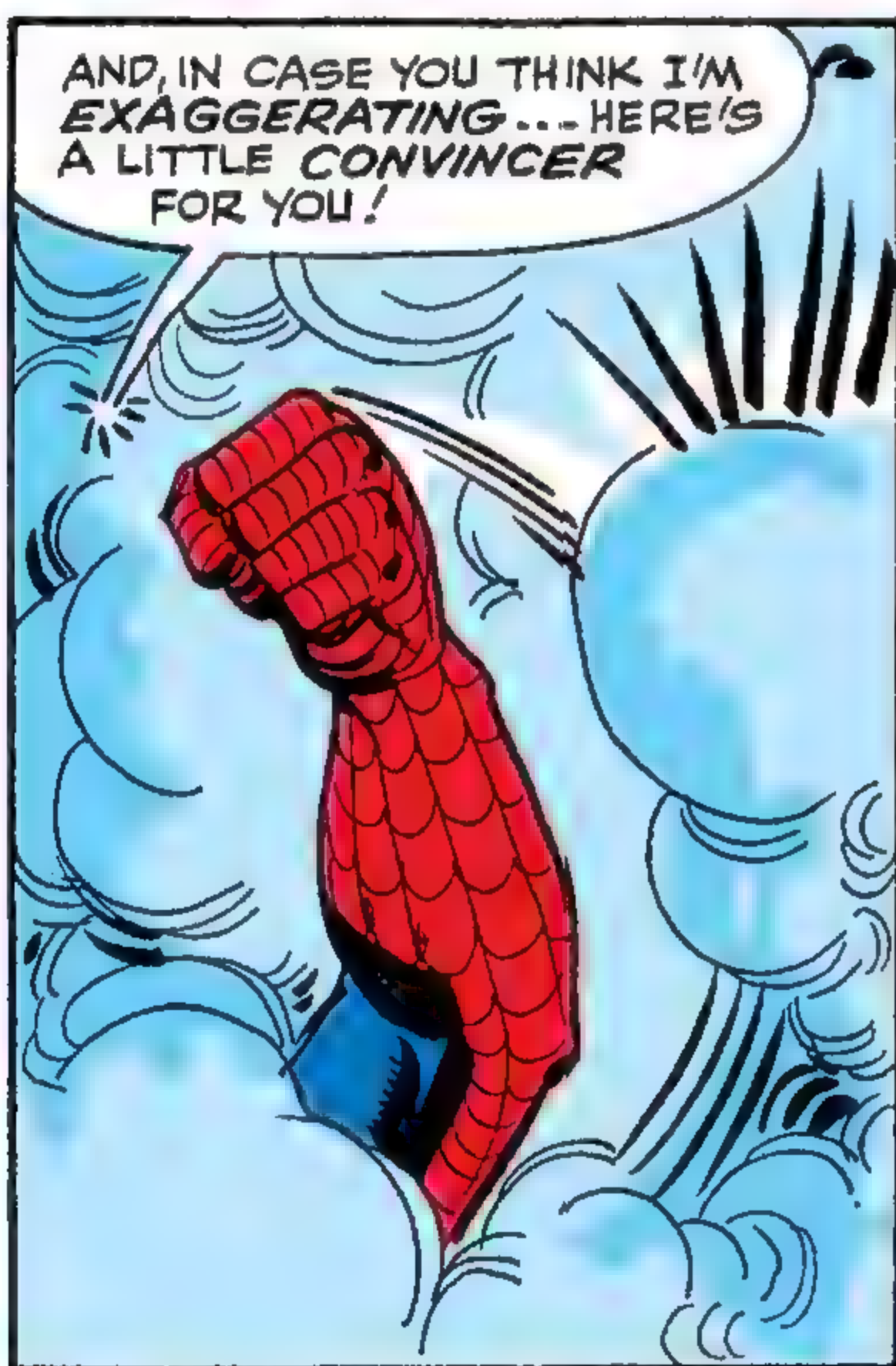
THERE! I SEIZED HIS CARD, AND NOW... UHHHH! THAT'S WHAT I GET FOR BEING OVER-CONFIDENT!

SURELY YOU DIDN'T THINK MYSTERIO COULD BE DEFEATED SO EASILY!



HE'S UNLEASHED A SMOKE SCREEN OF HIS SPECIAL CHEMICAL MIST...IT'S ONE OF HIS GREATEST DEFENSIVE WEAPONS!

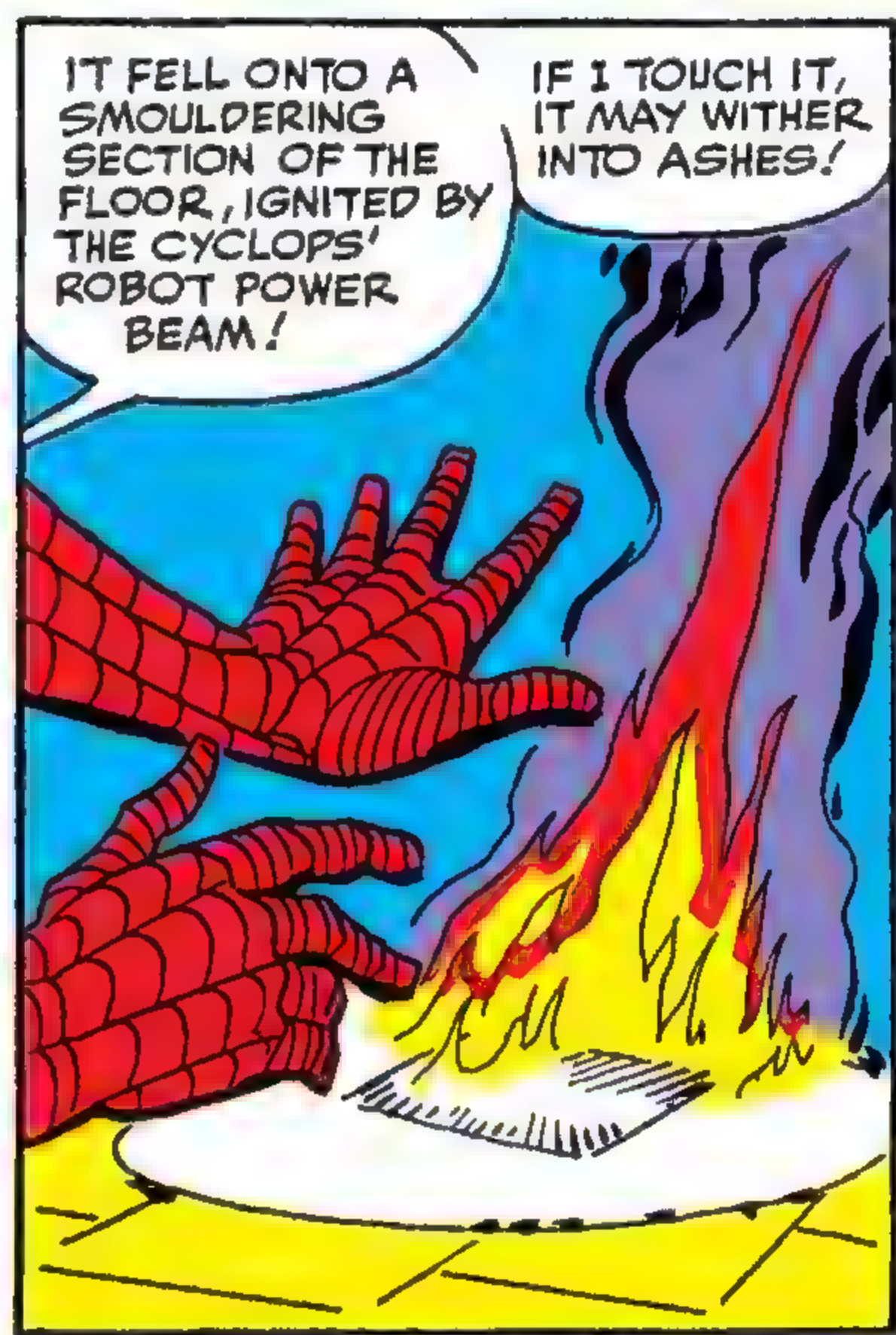
NICE TRY, MYSTERIO! BUT, DID YOU FORGET THAT MY SPIDER-SENSE ENABLES ME TO FIND ANY ENEMY WITHIN REACH, EVEN IF I CAN'T SEE HIM!!



AND, IN CASE YOU THINK I'M EXAGGERATING... HERE'S A LITTLE CONVINER FOR YOU!



NOW TO SEE WHERE THAT CARD DROPPED, AND TO... OH NO! NOT THERE!



IT FELL ONTO A SMOULDERING SECTION OF THE FLOOR, IGNITED BY THE CYCLOPS' ROBOT POWER BEAM!

IF I TOUCH IT, IT MAY WITHER INTO ASHES!



ONLY ONE CHANCE! I'LL LET MY LIQUID WEBBING COVER IT, PUTTING OUT THE FLAMES!



NOW, WHEN I PEEL AWAY THE PAPER, THE IMPRINT OF THE WRITING MAY SOMEHOW HAVE BEEN TRANSFERRED ONTO MY WEBBING!



I'VE GOT TO CONCENTRATE HARDER THAN EVER BEFORE! IT'S UP TO MY SPIDER-SENSE TO DETECT THE MESSAGE THAT WAS WRITTEN HERE, BEFORE EVERY LAST TRACE OF IT FADES AWAY!

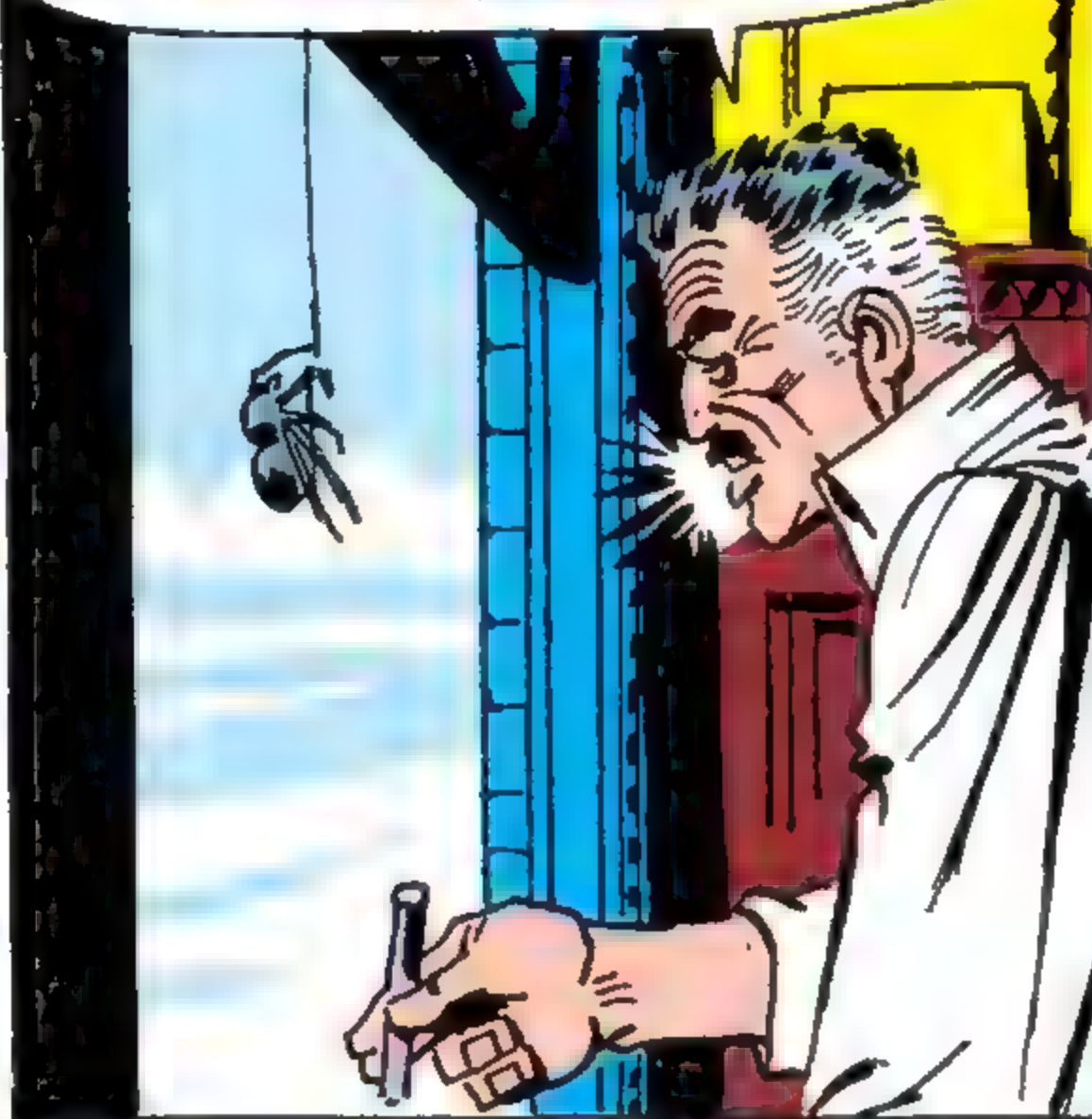
MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF... HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!



HMM...IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!

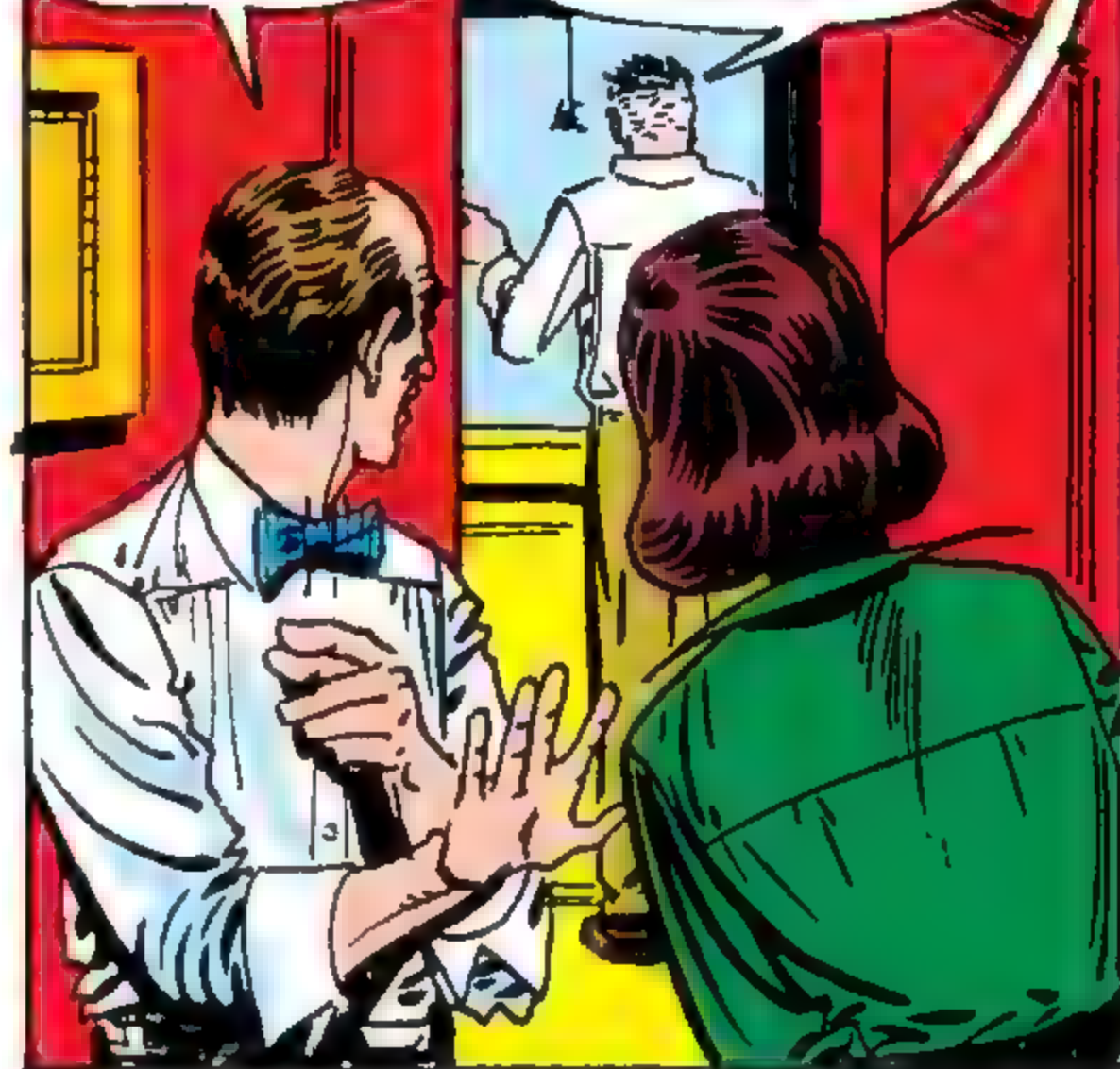


AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE...

IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?



BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!



OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!

BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT.. ..AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!

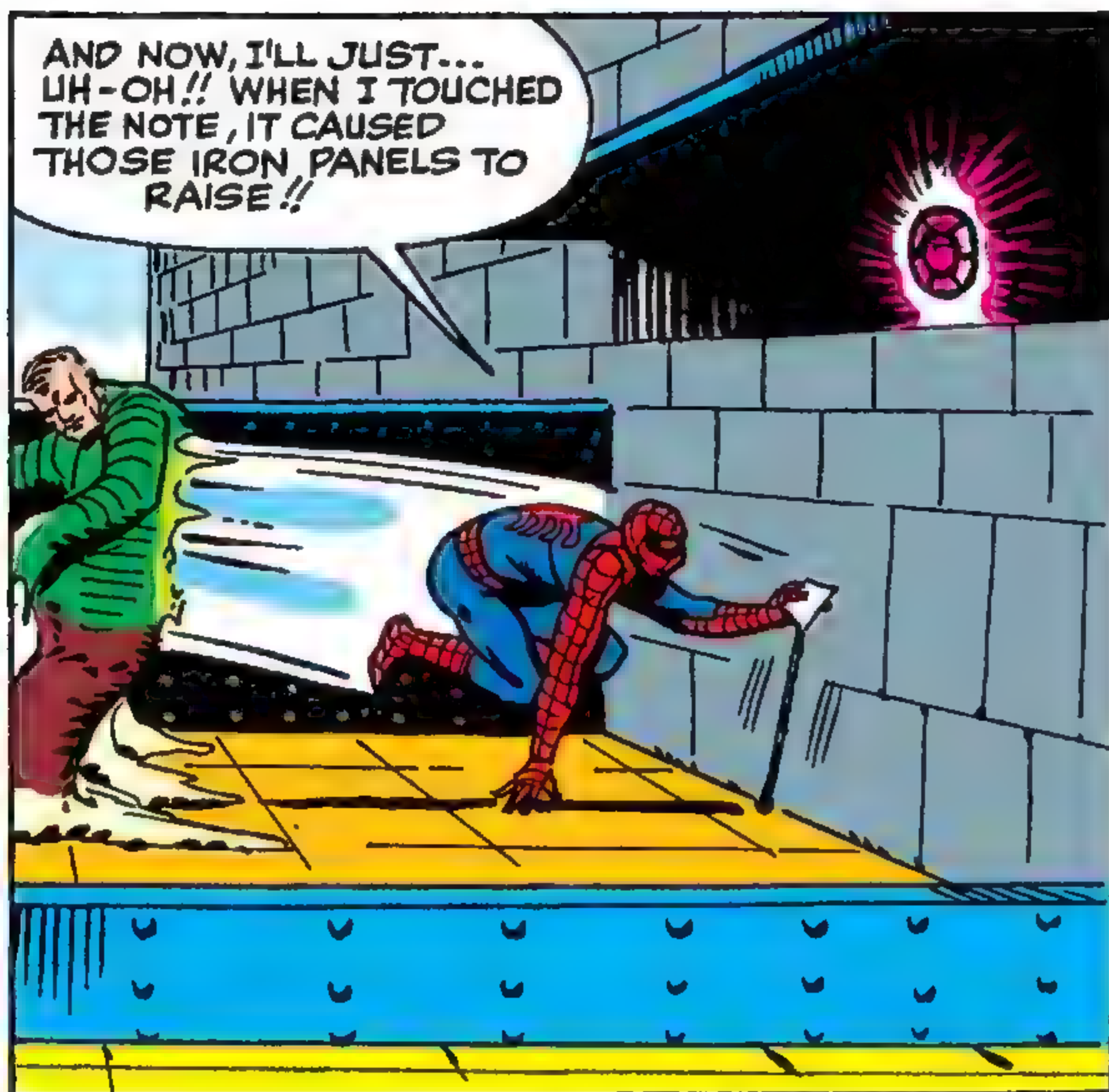


YOU'RE HELPING ME TO BEAT
YOU BECAUSE YOU'RE SUCH A
SHOWOFF, SANDMAN!! IF
YOU HAD REMAINED IN YOUR
SANDY FORM, I WOULDN'T
HAVE BEEN ABLE TO WALLOP
YOU WITH ALL MY SPIDER
STRENGTH...LIKE **THIS!!**

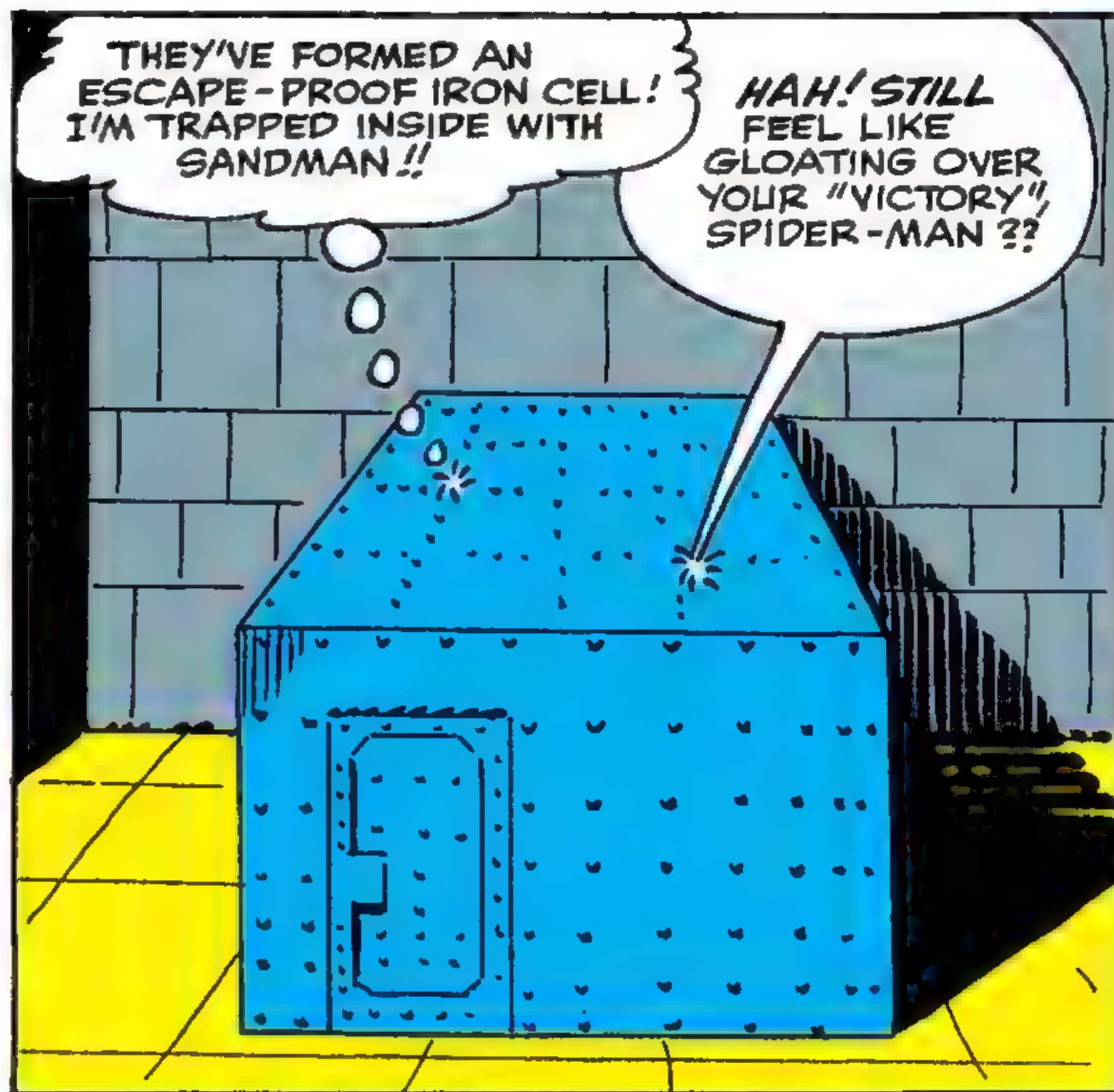
BUT NO! YOU
HAD TO TAKE
FORM IN FRONT
OF MY EYES, TO
MAKE A DRAMATIC
APPEARANCE!
OKAY, SO YOU
IMPRESSED
ME!!

WHAP!





AND NOW, I'LL JUST...
UH-OH!! WHEN I TOUCHED
THE NOTE, IT CAUSED
THOSE IRON PANELS TO
RAISE!!



THEY'VE FORMED AN
ESCAPE-PROOF IRON CELL!
I'M TRAPPED INSIDE WITH
SANDMAN!!

HAH! STILL
FEEL LIKE
GLOATING OVER
YOUR "VICTORY",
SPIDER-MAN??



I PURPOSELY ALLOWED
YOU TO GET THE NOTE,
TO LET YOU THINK
YOU'D WON!

WHEW! I'D ALMOST
FORGOTTEN HOW HE
CAN RESHAPE HIS
SAND MOLECULES
INTO ANY FORM!!



AND NOW, NO MATTER HOW YOU TRY TO
DODGE MY BLOWS, IT'S ONLY A MATTER OF
TIME BEFORE I CONNECT WITH YOU! YOU
CAN'T KEEP DUCKING FOREVER!



BUT THEN, SURPRISINGLY, THE SANDMAN BEGINS TO
SLUMP FORWARD, WEAKENING... AS THOUGH ON
THE VERGE OF COLLAPSE!!

WHAT'S
HAPPENING
TO ME?? I
CAN'T
BREATHE!
NEED AIR...
AIR!!

ANOTHER TRICK?? NO...
HE MEANS IT! I
REALIZE WHAT
HAPPENED!



HE MADE HIS TRAP
TOO PERFECT! TO
BE SURE I COULDN'T
ESCAPE, HE MADE IT
AIRTIGHT!!

AND HIS MISTAKE WAS...
HE NEEDS A NORMAL
AMOUNT OF AIR TO
BREATHE... BUT MY
SPIDER-STRENGTH
ALLOWS ME TO HOLD MY
BREATH LONGER!

NOW IT'S EASY
FOR ME TO PRY
THE DOOR LOCK
OPEN AND GET ON
TO MY NEXT
OBJECTIVE!

AND BY *THIS* TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?



IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH *SPIDER-MAN*! THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?



YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!

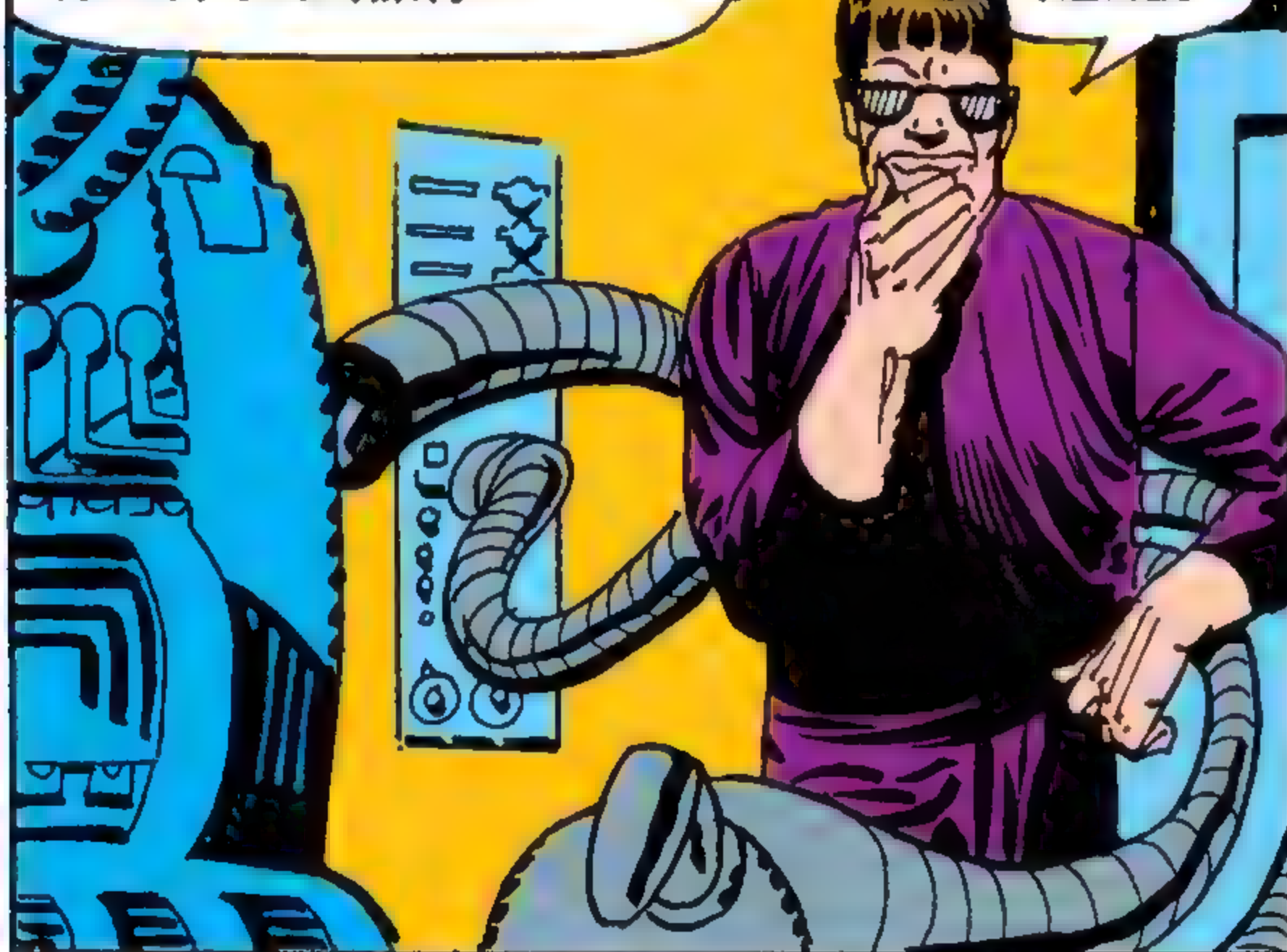
OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME... ON MY OWN STORY!!



WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE *VULTURE* REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!



I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!

OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!



AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!

THE *VULTURE*!!!

I AM THE LAST ON YOUR LIST, SPIDER-MAN... BECAUSE I AM THE MOST DANGEROUS OF ALL!

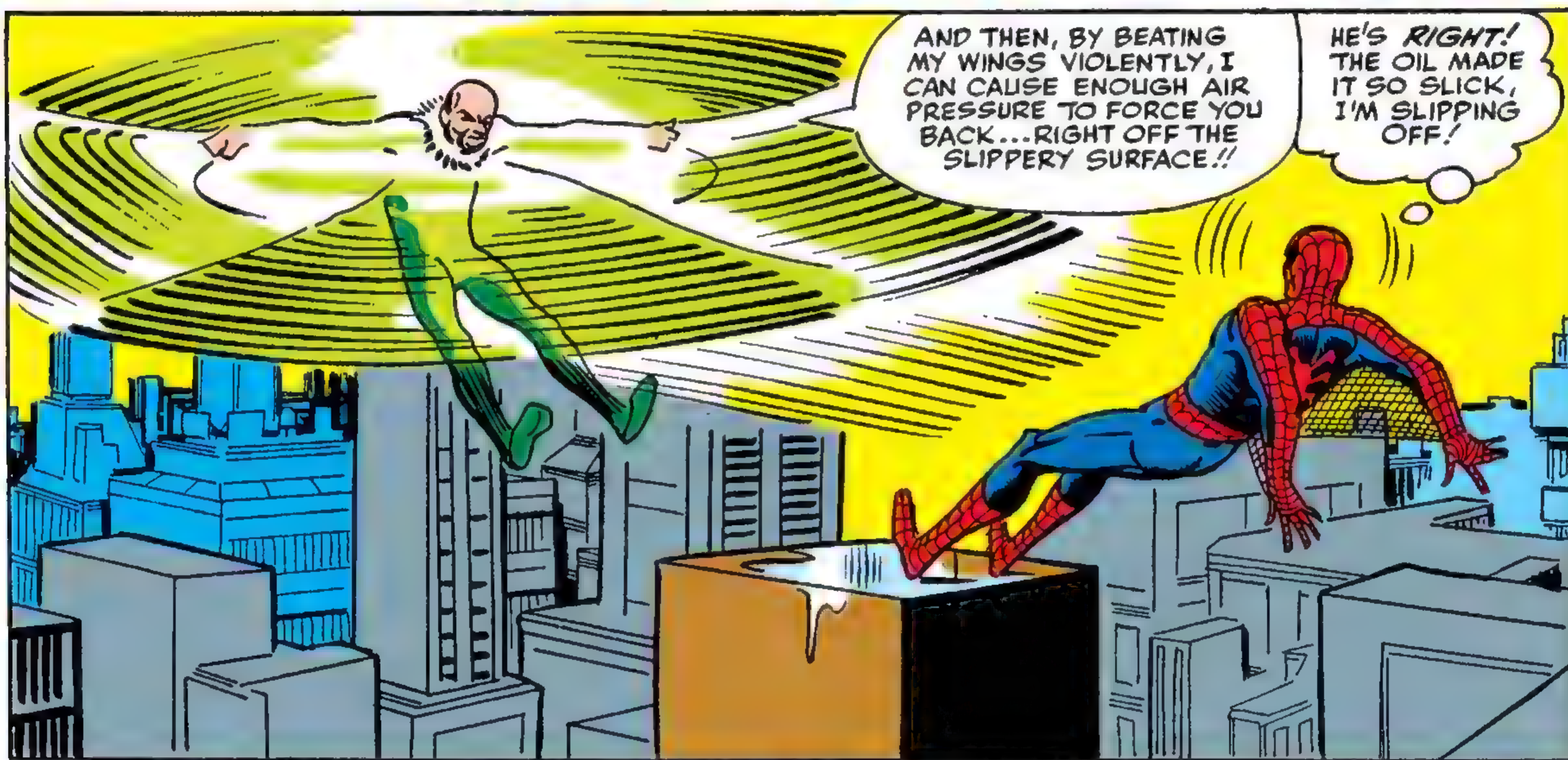


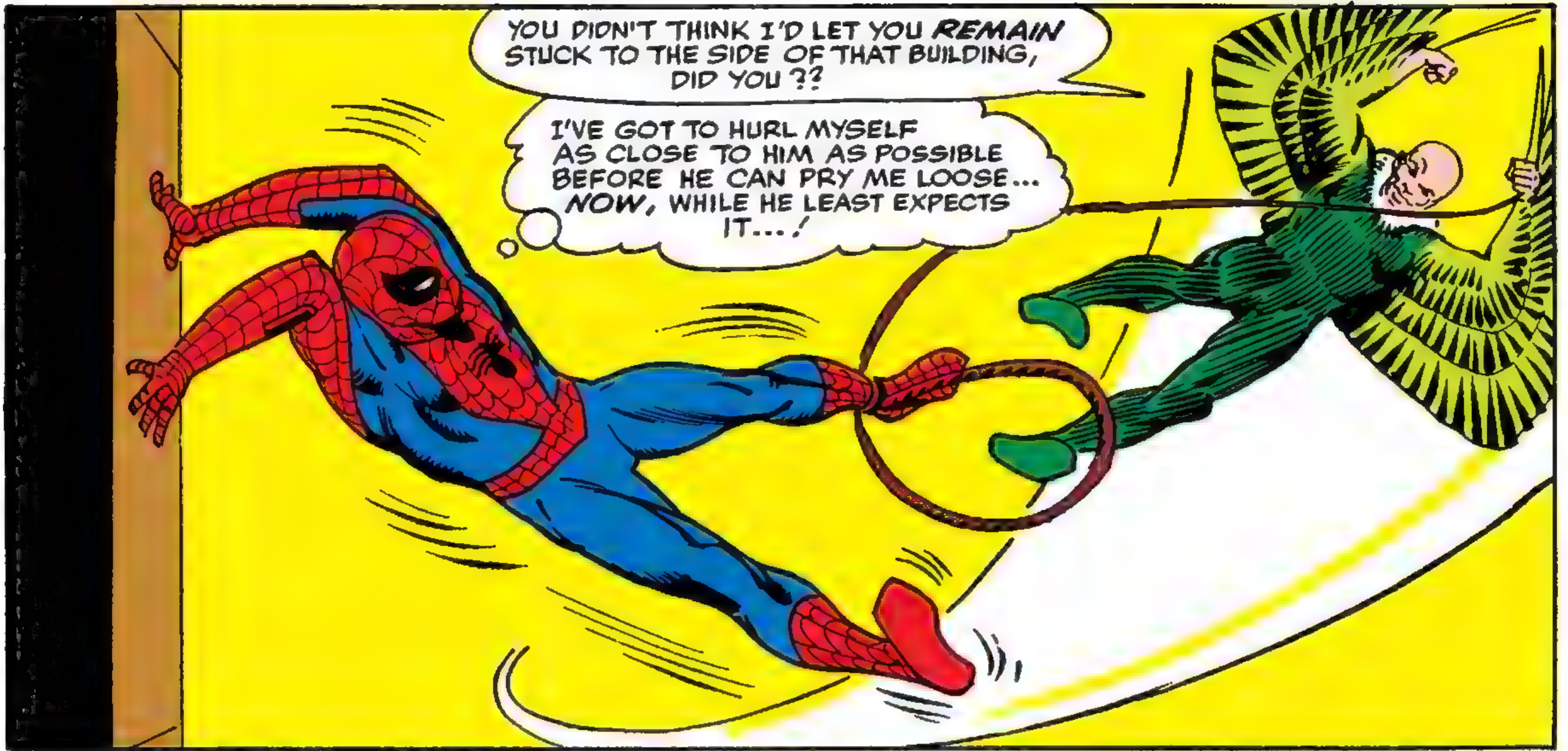
ONLY *I* CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT *MY* WAY!

EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED *WEB*! IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!







YOU DIDN'T THINK I'D LET YOU **REMAIN** STUCK TO THE SIDE OF THAT BUILDING, DID YOU ??

I'VE GOT TO HURL MYSELF AS CLOSE TO HIM AS POSSIBLE BEFORE HE CAN PRY ME LOOSE... NOW, WHILE HE LEAST EXPECTS IT...!



HERE GOES! NOW I'LL HOLD THE ROPE WITH ONE HAND AND FREE MY LEG WITH THE OTHER!

AT TIMES LIKE *THIS*, MY OL' SPIDER SPEED SURE COMES IN HANDY!



THE VULTURE *STILL* ISN'T SURE WHAT I'M UP TO! NOW TO LASSO HIS LEG BEFORE HE LETS THE ROPE GO !!



I DID IT!!

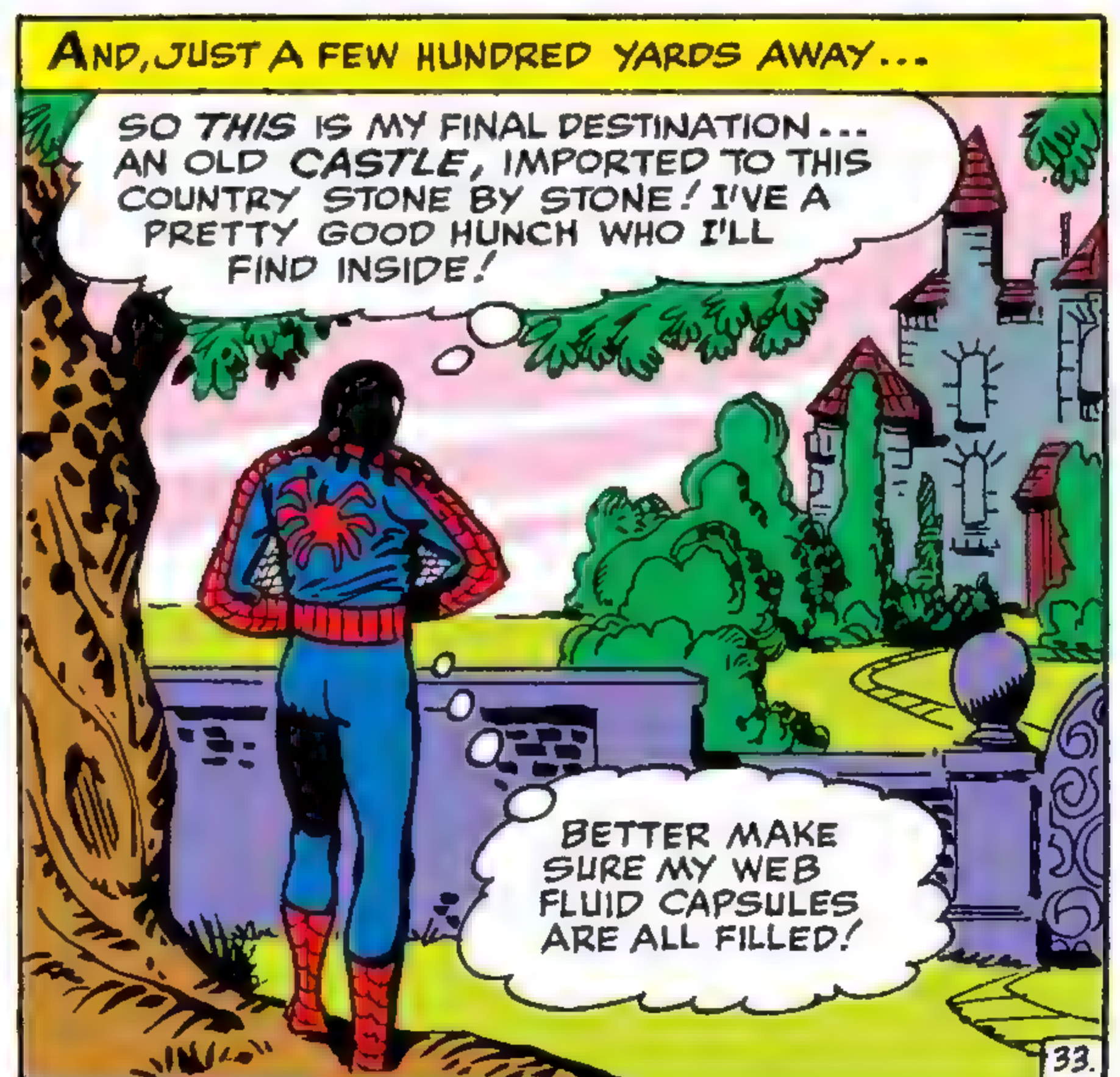
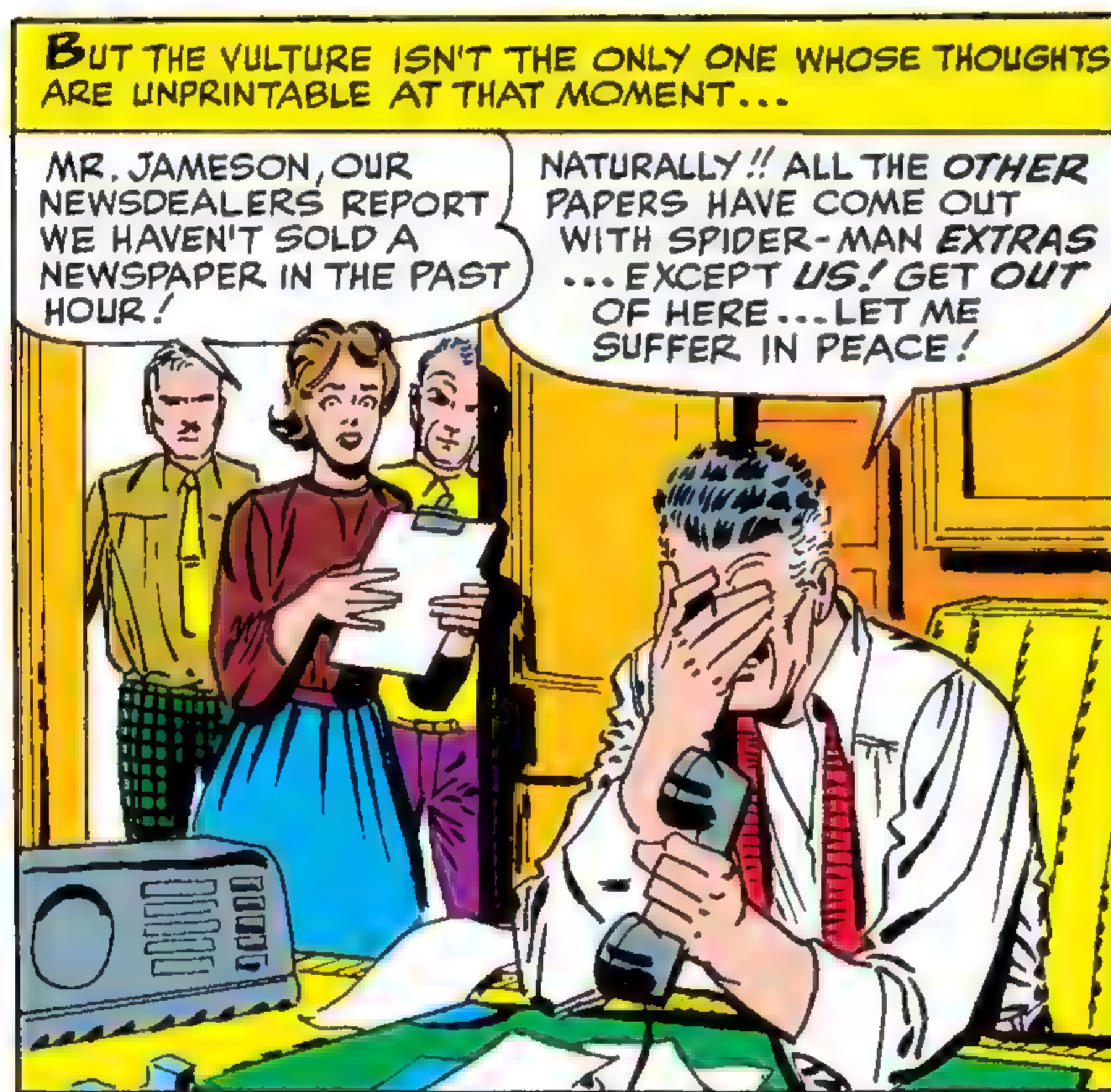
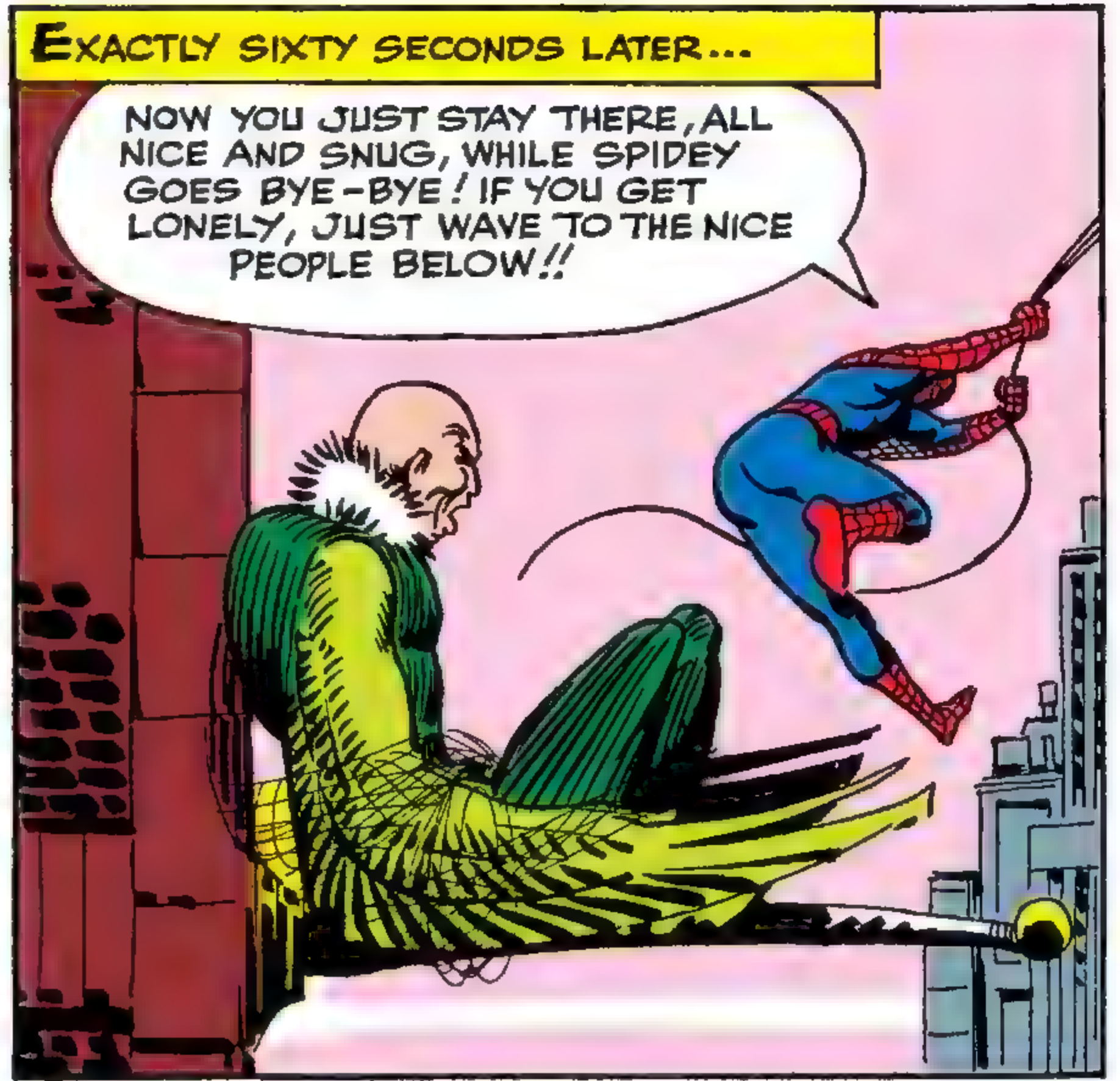
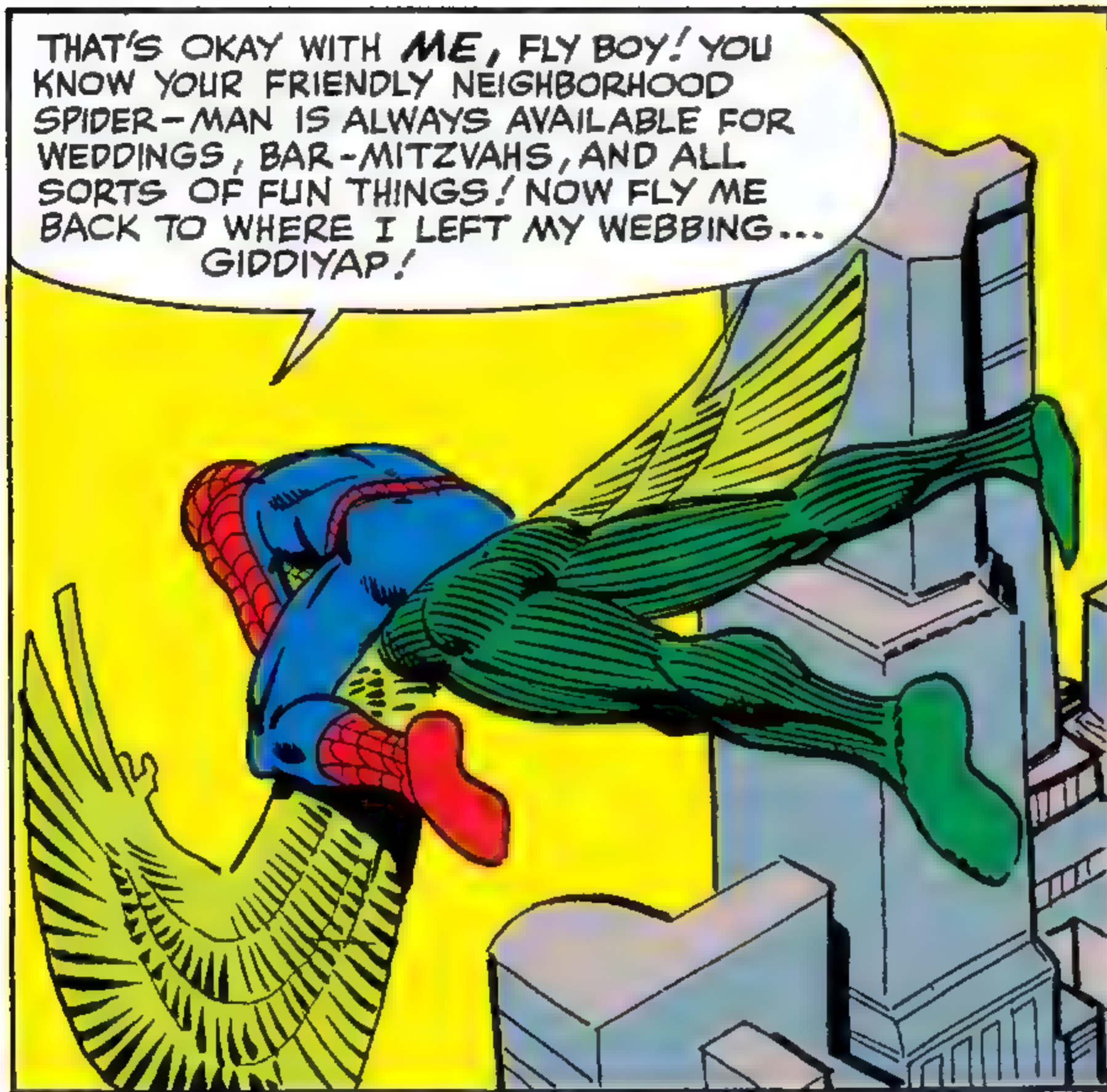


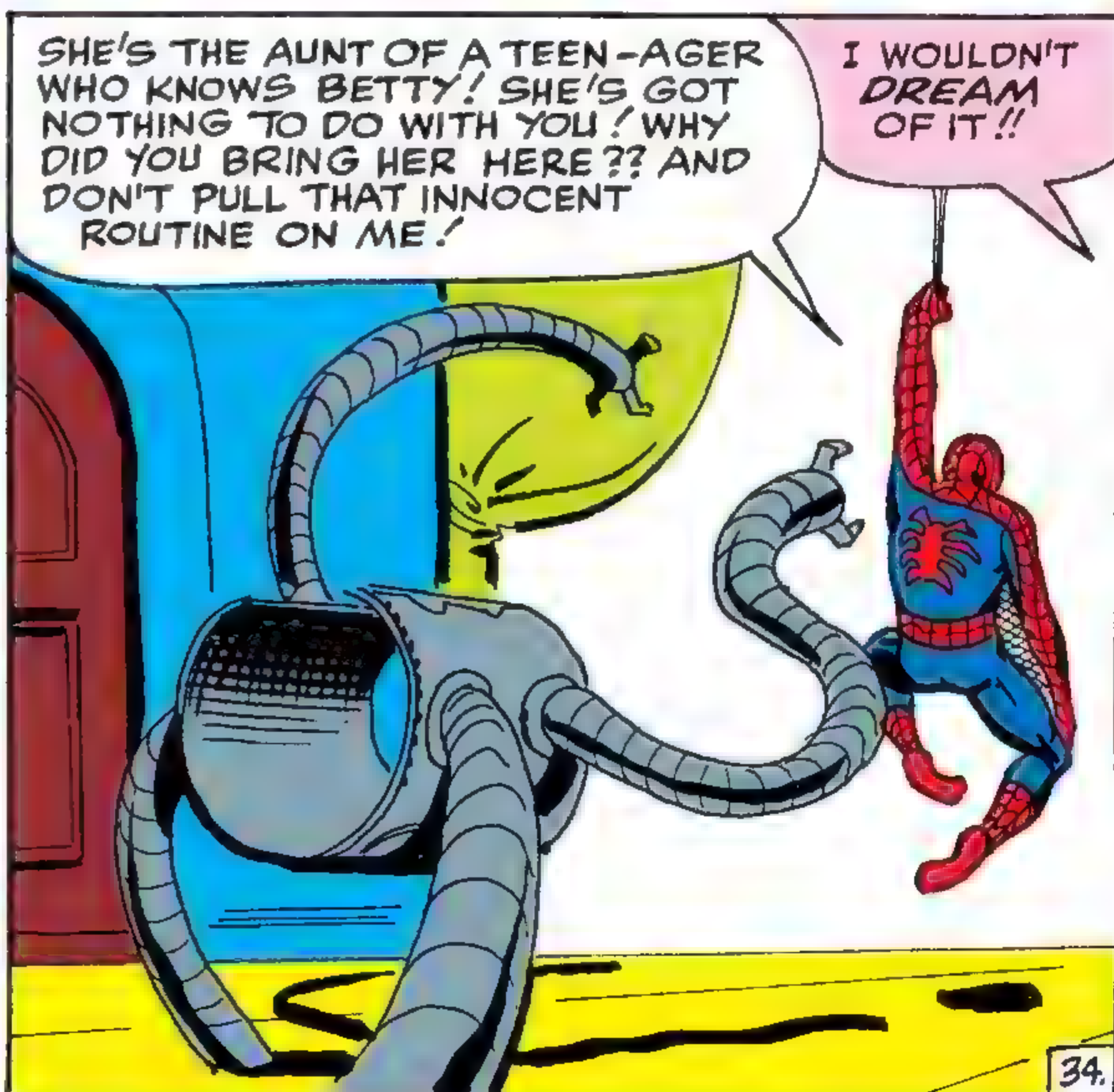
HEY, VULCHY BOY, HOW ABOUT THAT ??! IF THE SPIDER-MAN BUSINESS EVER GETS SLOW, I'LL TRY FOR A JOB ACTING IN T.V. WESTERNS!

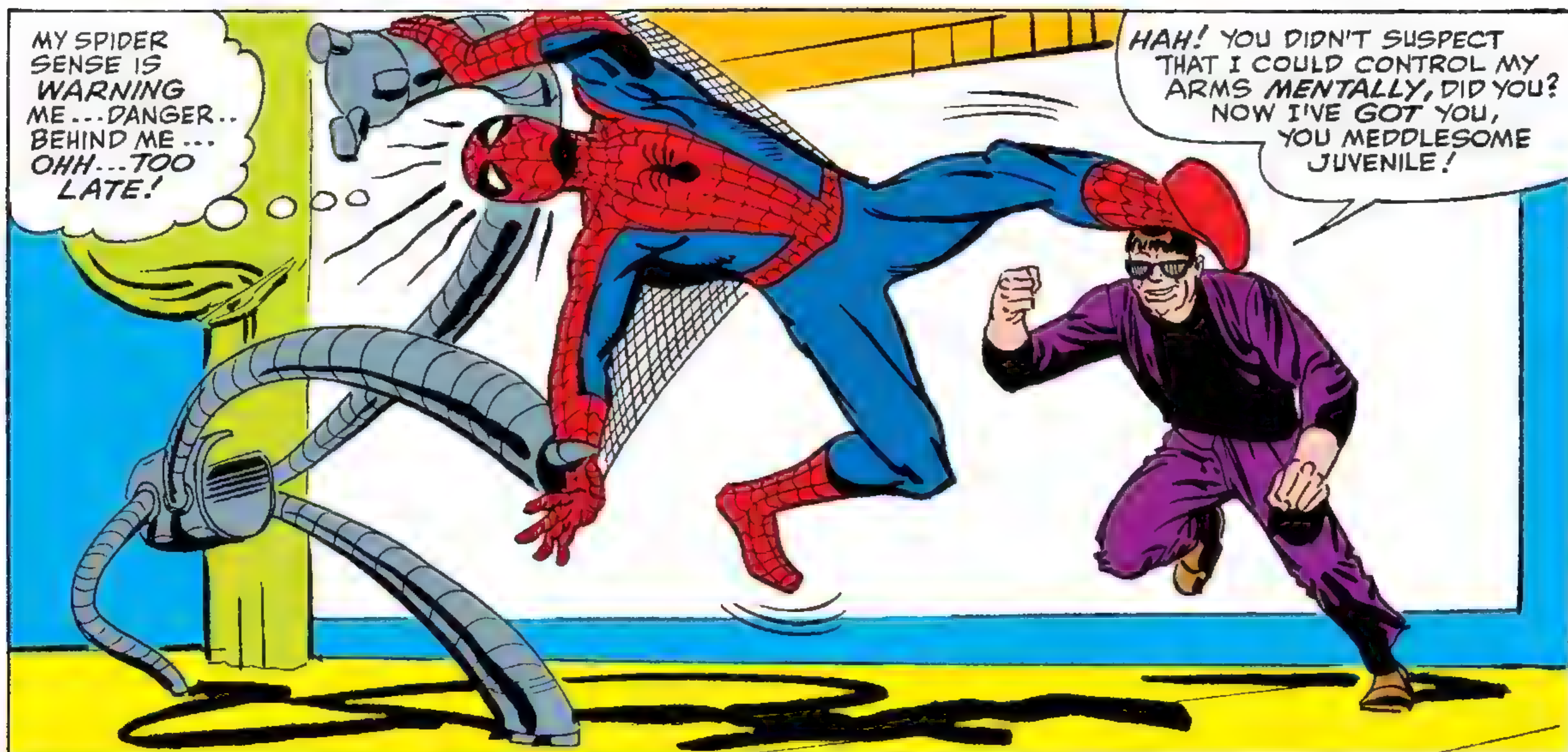
AND NOW, YOU WING-
FLAPPIN' WEASEL, I'M
GONNA CLIP YOUR PIN
FEATHERS FOR YOU !!

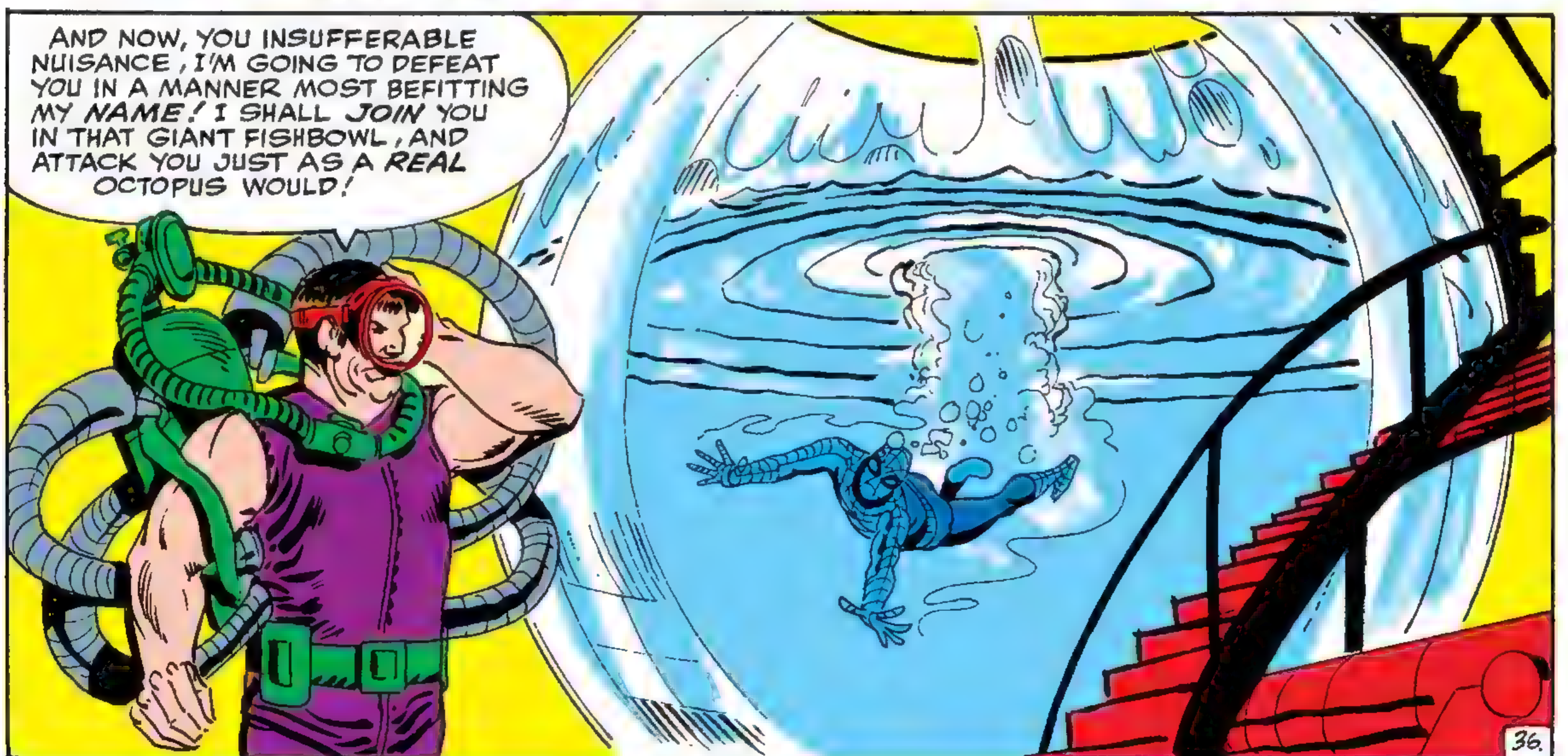
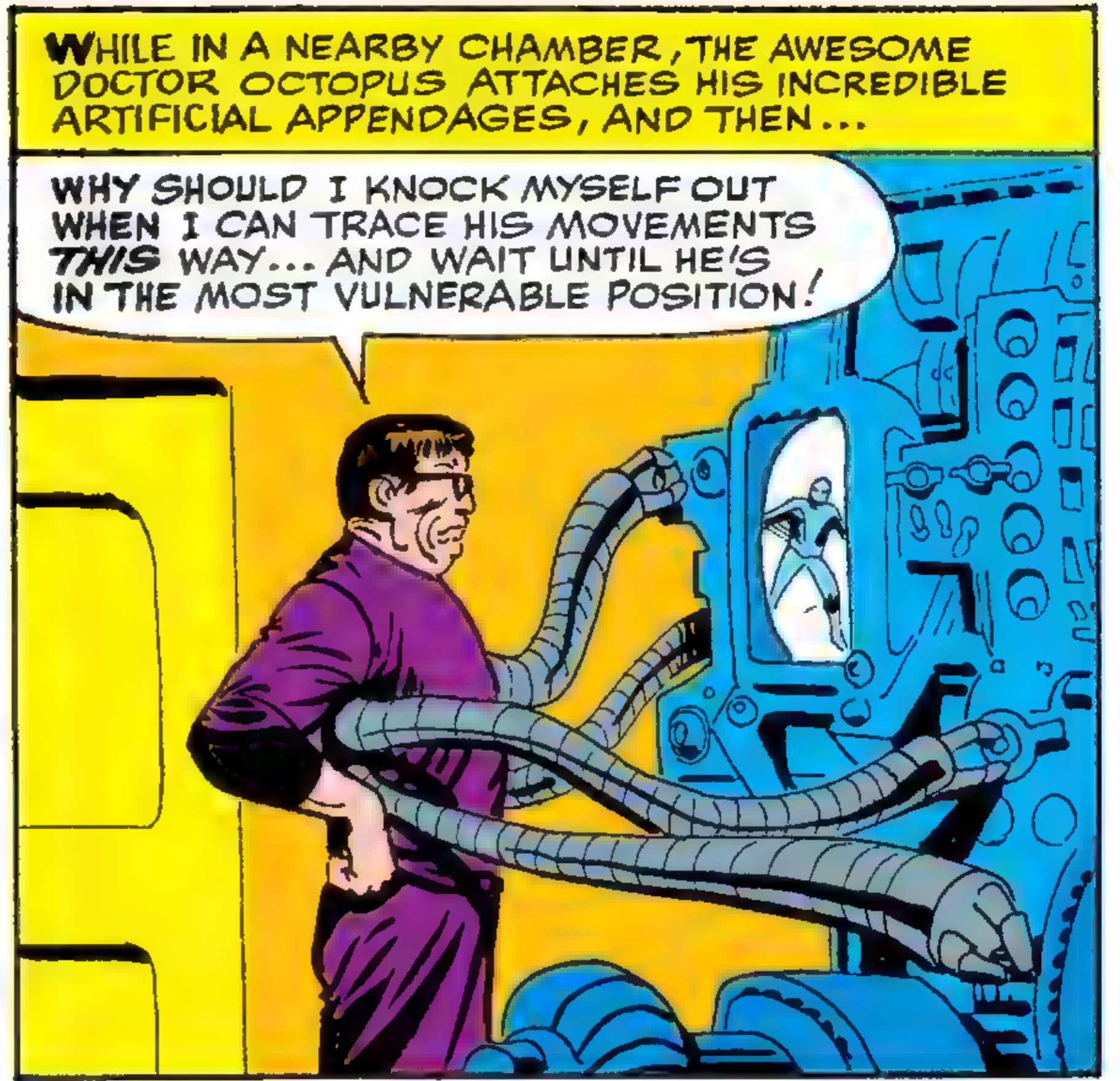
...UNLESS YOU TELL
ME WHERE TO FIND
BETTY BRANT...AND
I MEAN RIGHT NOW,
HEAR ??


SURE, I'LL TELL YOU!
YOU'LL NEVER BE ABLE TO
LEAVE THE PLACE ALIVE,
ANYWAY! AND IF YOU DO...
WE'LL MEET AGAIN, SPIDER-
MAN... I'LL SEE TO THAT!











IF YOU'VE ANY LAST WORDS TO UTTER, SPIDER-MAN, SAY THEM NOW...OH, I'M SORRY! I FORGOT YOU CANNOT HEAR ME THROUGH MY AIR MASK! WHAT A PITY...I NEGLECTED TO FURNISH ONE FOR YOU!

The illustration shows Spider-Man in his blue and red suit, floating in a blue, watery environment. He is surrounded by a large, blue, segmented tentacle monster. The monster's tentacles are wrapped around Spider-Man, and it has a large, round, metallic-looking air mask on its face. The scene is dynamic, with bubbles and motion lines indicating a struggle. The background is a light blue with some darker blue lines suggesting water currents or the monster's body.

I'VE BEEN IN TIGHT SPOTS *BEFORE*... BUT SOMETHING TELLS ME THEY'RE GONNA SEEM LIKE *PICNICS* COMPARED TO THE JAM I'M IN *NOW*!



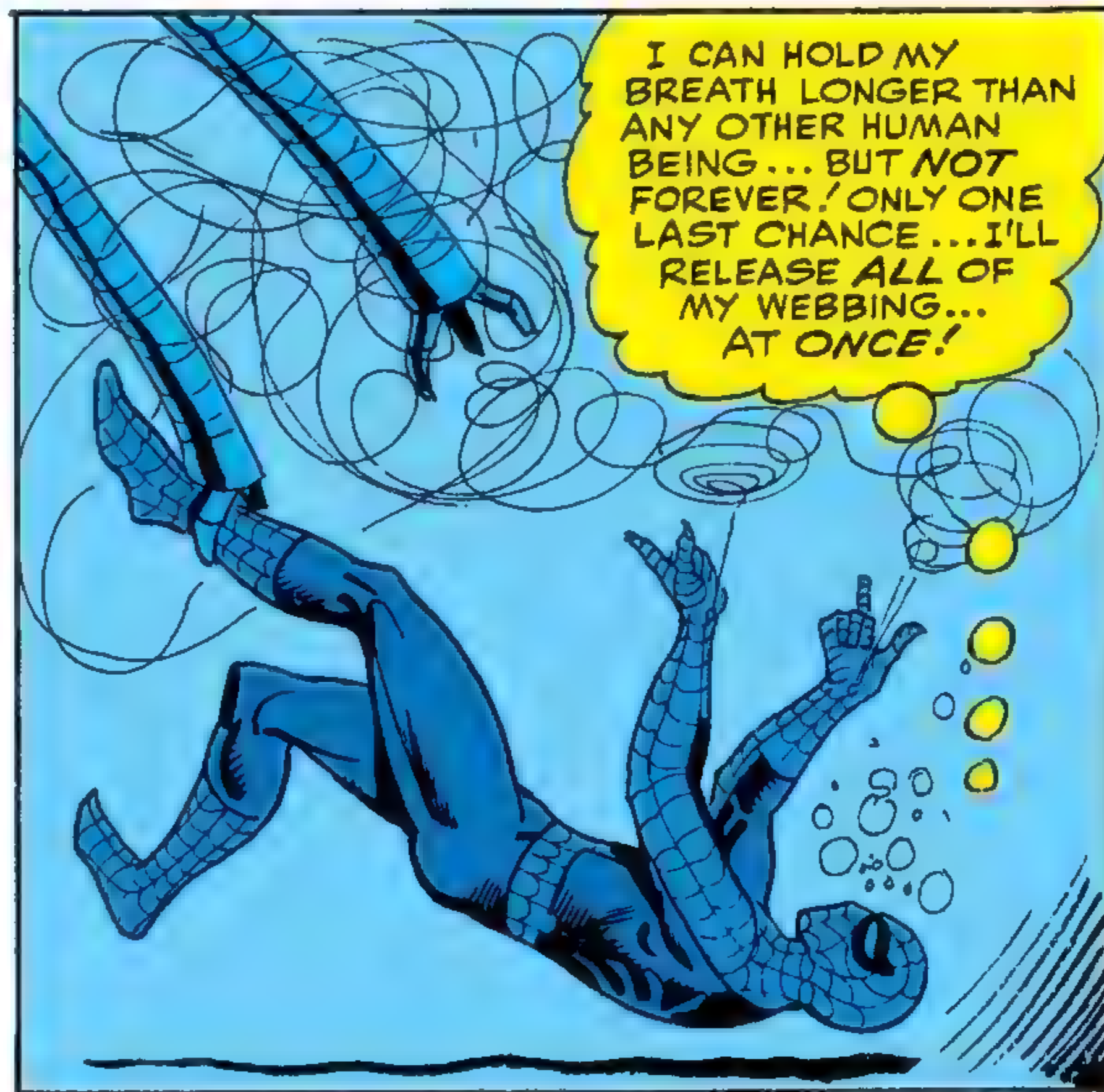
BUT I MUSTN'T PANIC!
CAN'T AFFORD TO LOSE!
IT'S NOT JUST MY
LIFE... I HAVE **BETTY**
AND **AUNT MAY** TO
THINK OF!! I'VE GOT
TO AVOID THOSE
ARMS OF HIS!



CAN'T STAY
SUBMERGED AS
LONG AS HE
CAN... HAVE
TO COME UP
FOR AIR EVERY
SO OFTEN!
AND HE KNOWS
IT!!



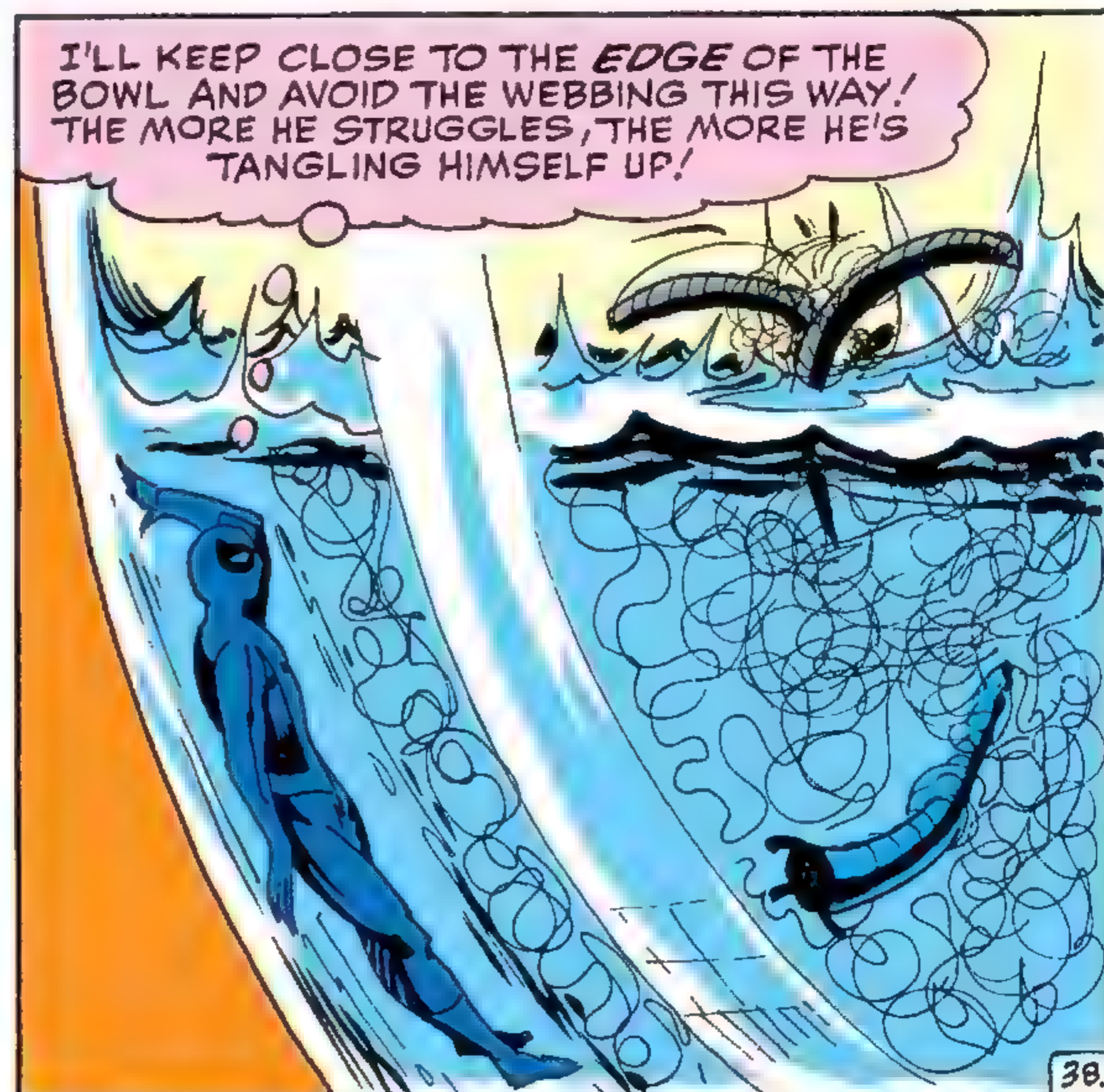
JUST WHAT I **FEARED!**
HE GRABBED MY FOOT
WHEN I WENT TO THE
SURFACE! HE'S STARTING
TO PULL ME DOWN NOW!!



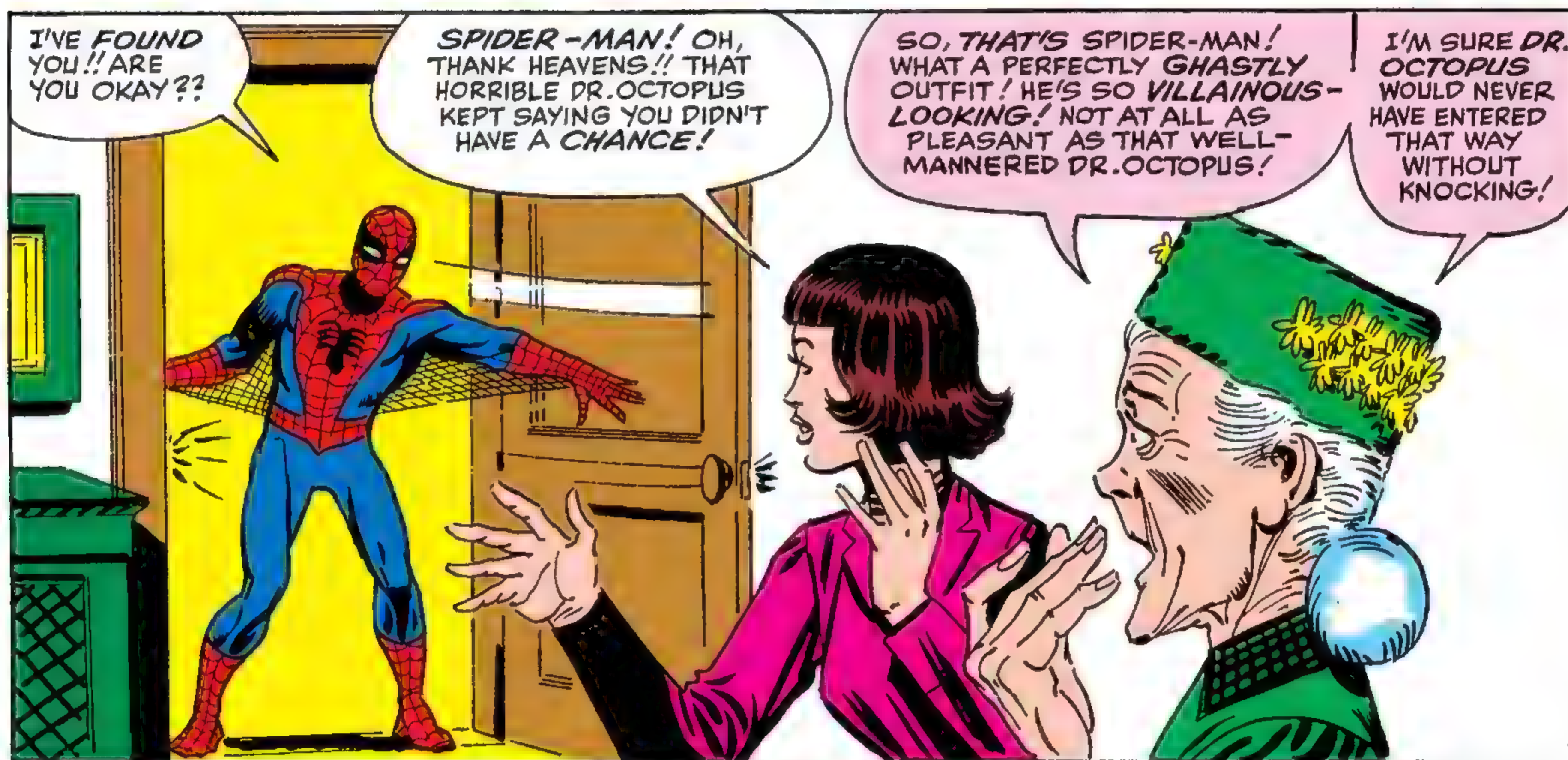
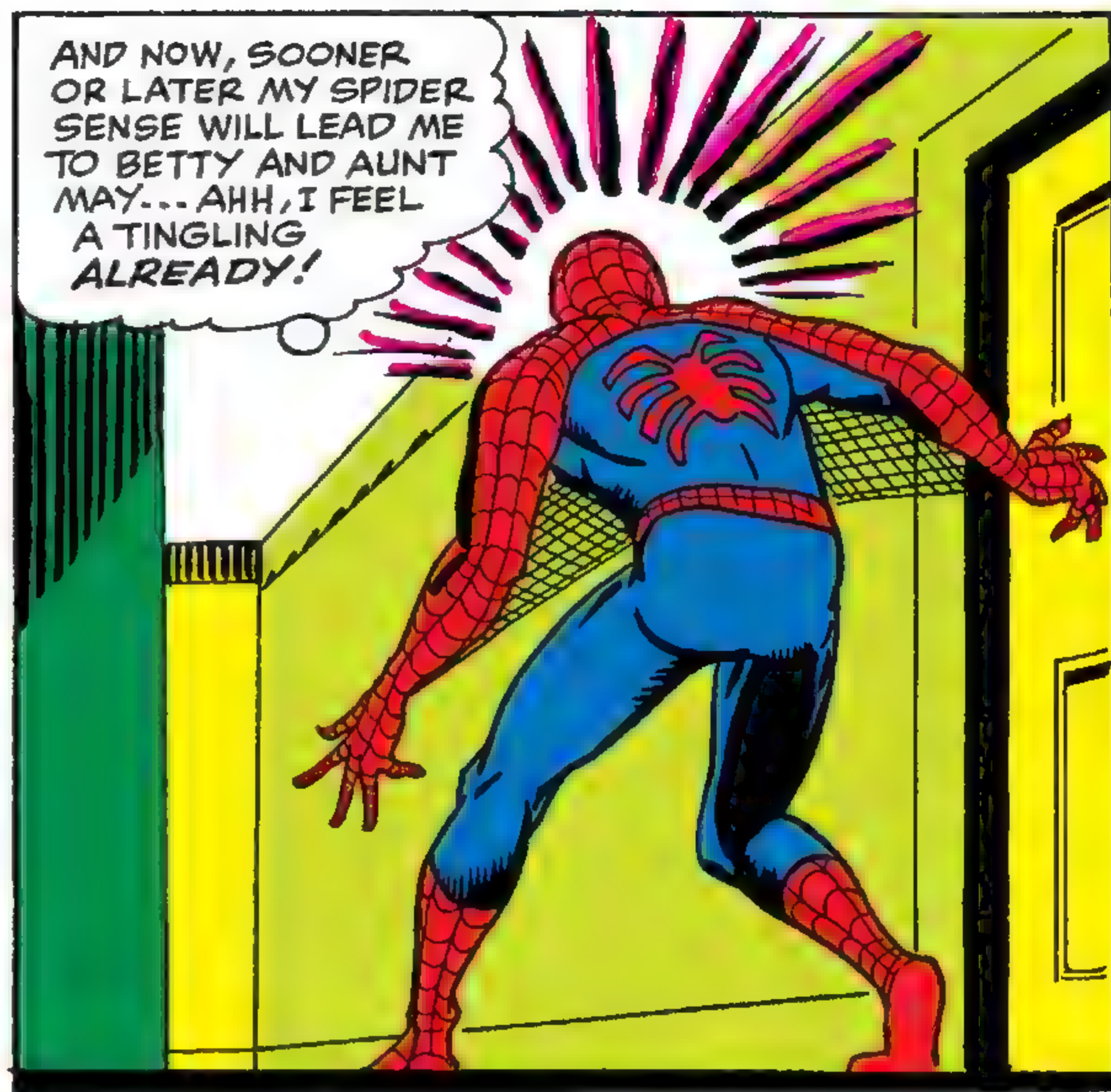
I CAN HOLD MY
BREATH LONGER THAN
ANY OTHER HUMAN
BEING... BUT **NOT**
FOREVER! ONLY ONE
LAST CHANCE... I'LL
RELEASE **ALL** OF
MY WEBBING...
AT ONCE!

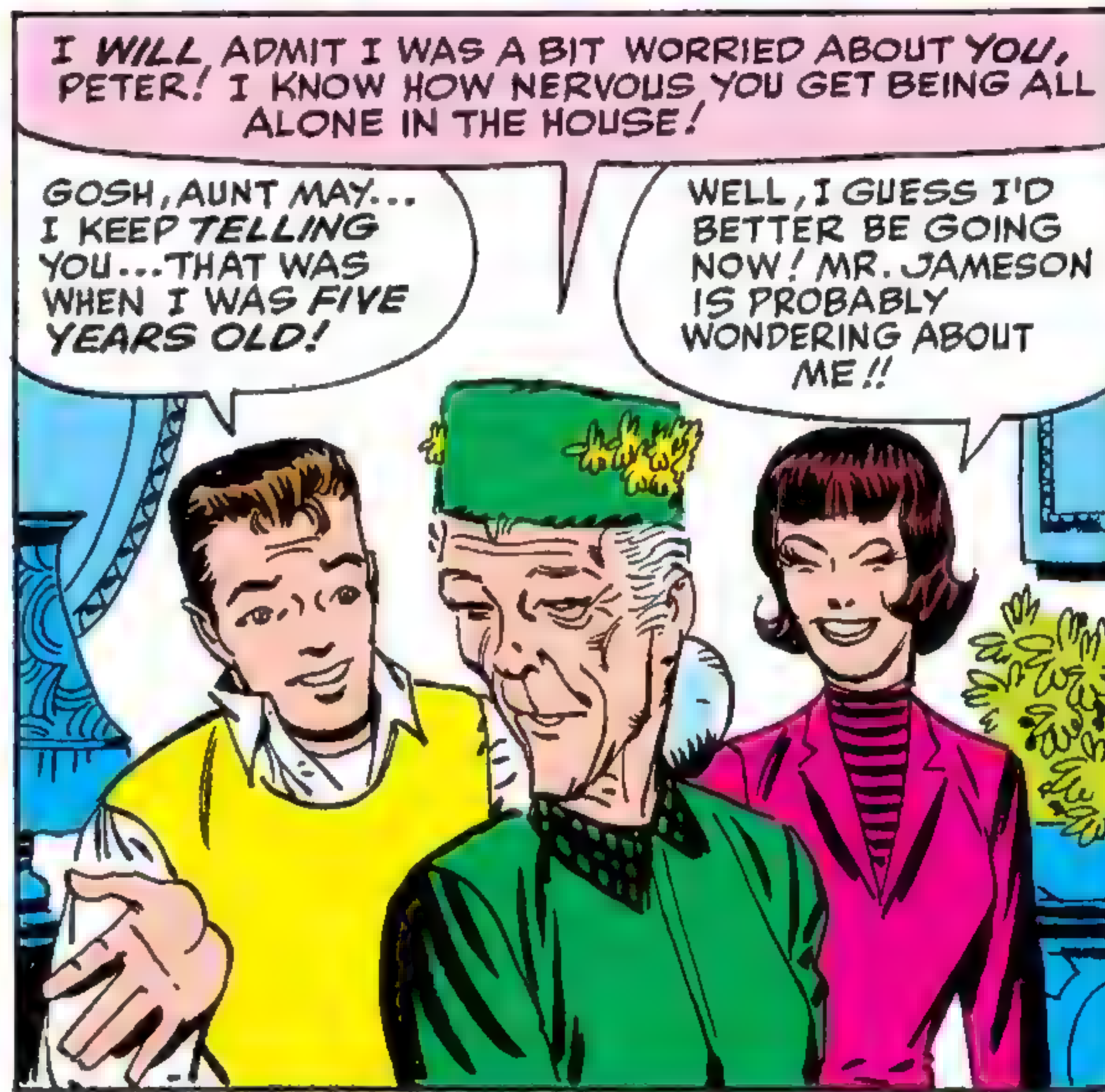


IT'S **WORKING!** THE THIN,
STRONG STRANDS OF WEB ARE
ENTANGLING HIS ARMS LIKE SEAWEED...
HE'S HAVING TROUBLE CONTROLLING
THEM!! MY LEG IS FREE!



I'LL KEEP CLOSE TO THE **EDGE** OF THE
BOWL AND AVOID THE WEBBING THIS WAY!
THE MORE HE STRUGGLES, THE MORE HE'S
TANGLING HIMSELF UP!



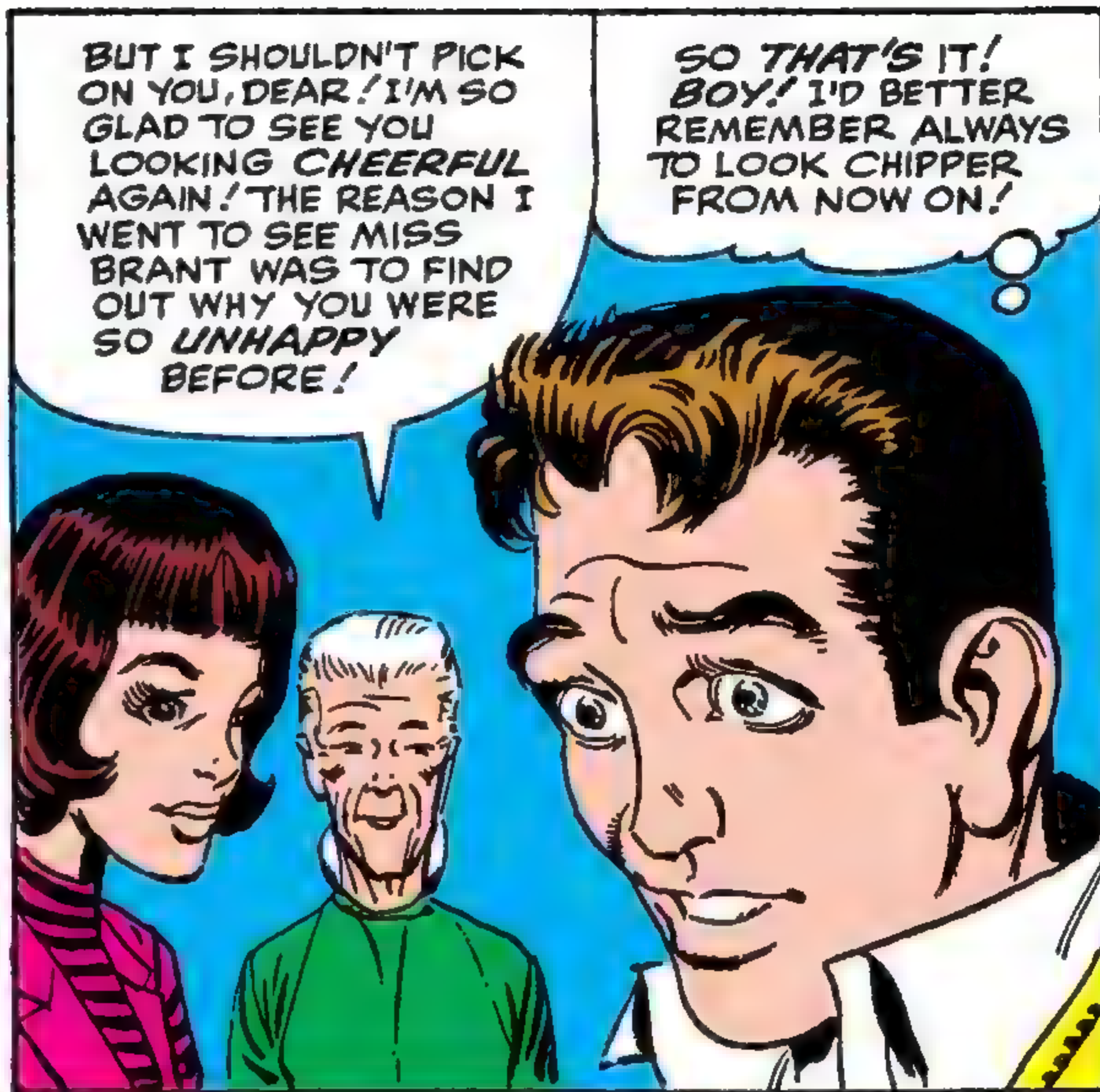




PETER PARKER!! WHAT AM I GOING TO DO WITH YOU?! THERE YOU GO USING THAT AWFUL SLANG AGAIN!

SORRY, AUNT MAY! I'LL TRY TO BE MORE CAREFUL!

I WONDER HOW MANY OTHER GUYS WITH SUPER-POWERS GET SCOLDED BY THEIR AUNTS IF THEY DON'T TOE THE MARK?



BUT I SHOULDN'T PICK ON YOU, DEAR! I'M SO GLAD TO SEE YOU LOOKING **CHEERFUL** AGAIN! THE REASON I WENT TO SEE MISS BRANT WAS TO FIND OUT WHY YOU WERE SO **UNHAPPY** BEFORE!

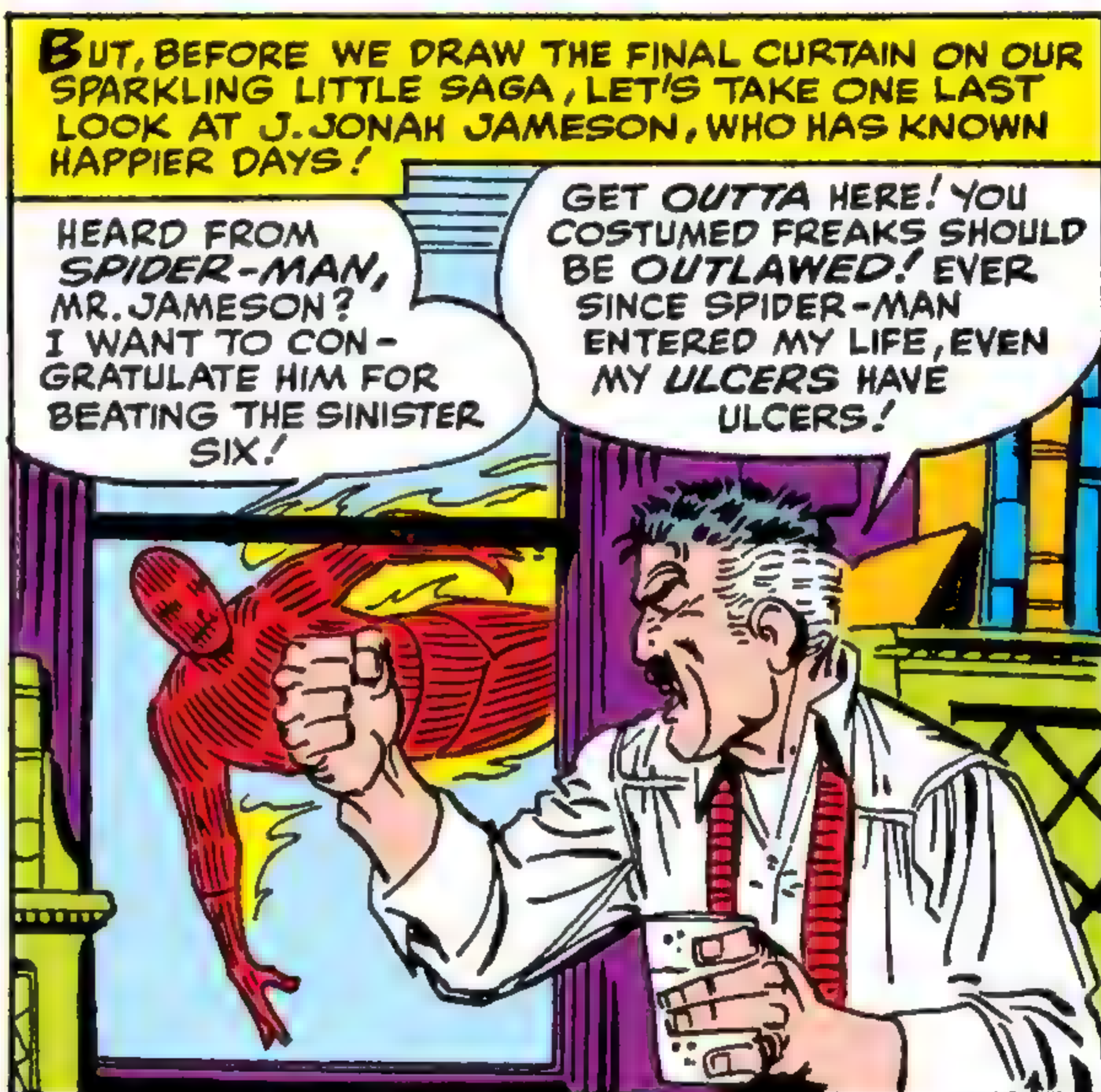
SO THAT'S IT! **BOY!** I'D BETTER REMEMBER ALWAYS TO LOOK CHIPPER FROM NOW ON!



WELL, WE'RE ALL TOGETHER NOW, AND EVERYTHING'S OKAY, SO LET'S HAVE THOSE COOKIES, AUNT MAY, AND THEN I'LL TAKE BETTY BACK TO HER OFFICE!

DID ANYONE EVER TELL YOU HOW YOUR NOSE WRINKLES UP WHEN YOU SMILE, PETER?

MY! HAVE YOU NOTICED THAT, TOO? I THOUGHT I WAS THE ONLY ONE!



BUT, BEFORE WE DRAW THE FINAL CURTAIN ON OUR SPARKLING LITTLE SAGA, LET'S TAKE ONE LAST LOOK AT J. JONAH JAMESON, WHO HAS KNOWN HAPPIER DAYS!

HEARD FROM **SPIDER-MAN**, MR. JAMESON? I WANT TO CONGRATULATE HIM FOR BEATING THE SINISTER SIX!

GET OUTTA HERE! YOU COSTUMED FREAKS SHOULD BE OUTLAWED! EVER SINCE SPIDER-MAN ENTERED MY LIFE, EVEN MY **ULCERS** HAVE **ULCERS!**



AND, IF OL' J.J.J. WANTS TO FIND SOME PEOPLE WHO'LL **AGREE** WITH HIM, HE NEED LOOK NO FURTHER THAN THE CITY JAIL, WHERE HE'D FIND...

NEXT TIME WE TACKLE SPIDER-MAN, WE'LL DO IT **THIS** WAY...!

AW, SHUDDUP! WE'RE **THROUGH** TAKIN' ORDERS FROM YOU!

I **STILL** DON'T KNOW HOW IT HAPPENED! I THOUGHT HE WAS **BEATEN**, UNTIL...!

TALK, TALK, TALK! THE LEAST THEY COULD DO IS GIVE US EACH A PRIVATE CELL!

AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING **THIS** ONE!

NOTE: DON'T MISS SPIDEY'S ORIGIN IN THE GREAT NEW MARVEL TALES ANNUAL, NOW ON SALE!

The End

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the BURGLAR

FIRST APPEARED
IN...

**AMAZING
FANTASY**

15
AUG.

THIS UNNAMED THIEF
IS THE MAN RESPONSIBLE
FOR SPIDER-MAN'S VOW TO
USE HIS GREAT POWERS
TO COMBAT CRIME! FOR,
IT WAS THIS ARMED THUG
WHO CAUSED THE DEATH
OF PETER PARKER'S
BELOVED UNCLE,
BEN PARKER!
ONE FATAL, COWARDLY
SHOT... ONE MOMENT
OF STARK TRAGEDY,
AND A LEGEND WAS
BORN!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE

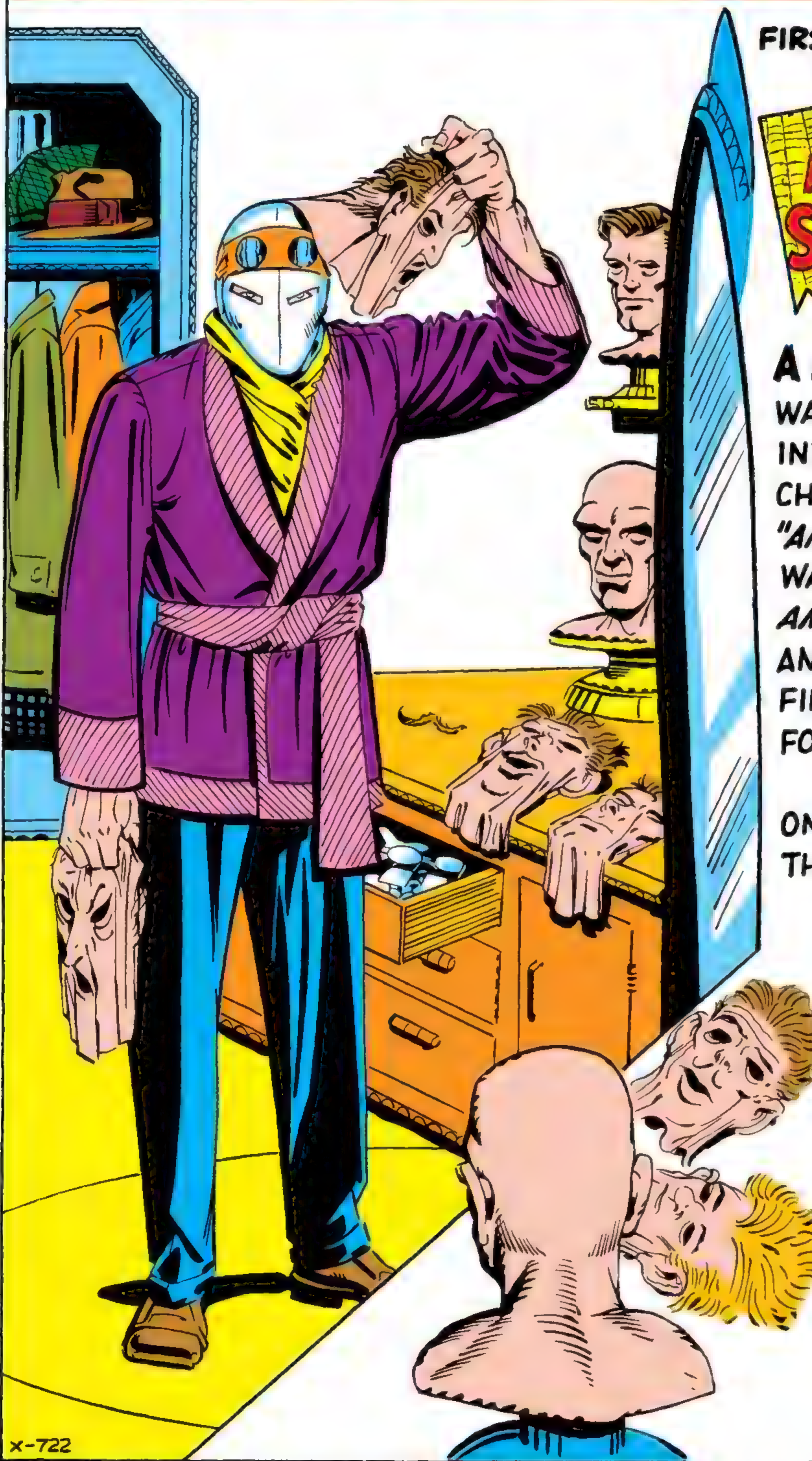
CHAMELEON

FIRST APPEARED
IN...



A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE "AMAZING FANTASY" WAS CHANGED TO "THE AMAZING SPIDER-MAN", AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

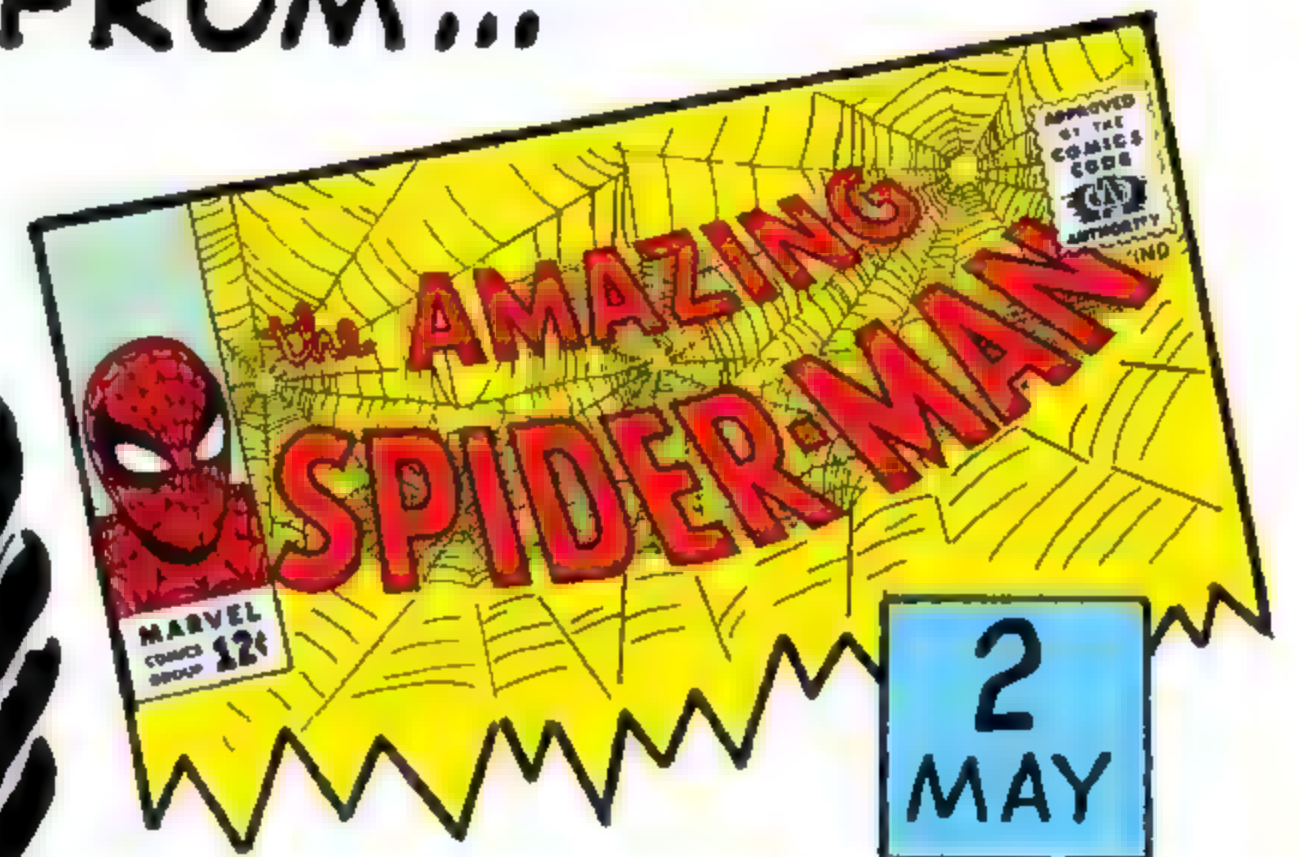
TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETTABLE ENCOUNTER!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The **VULTURE**

FROM...



FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

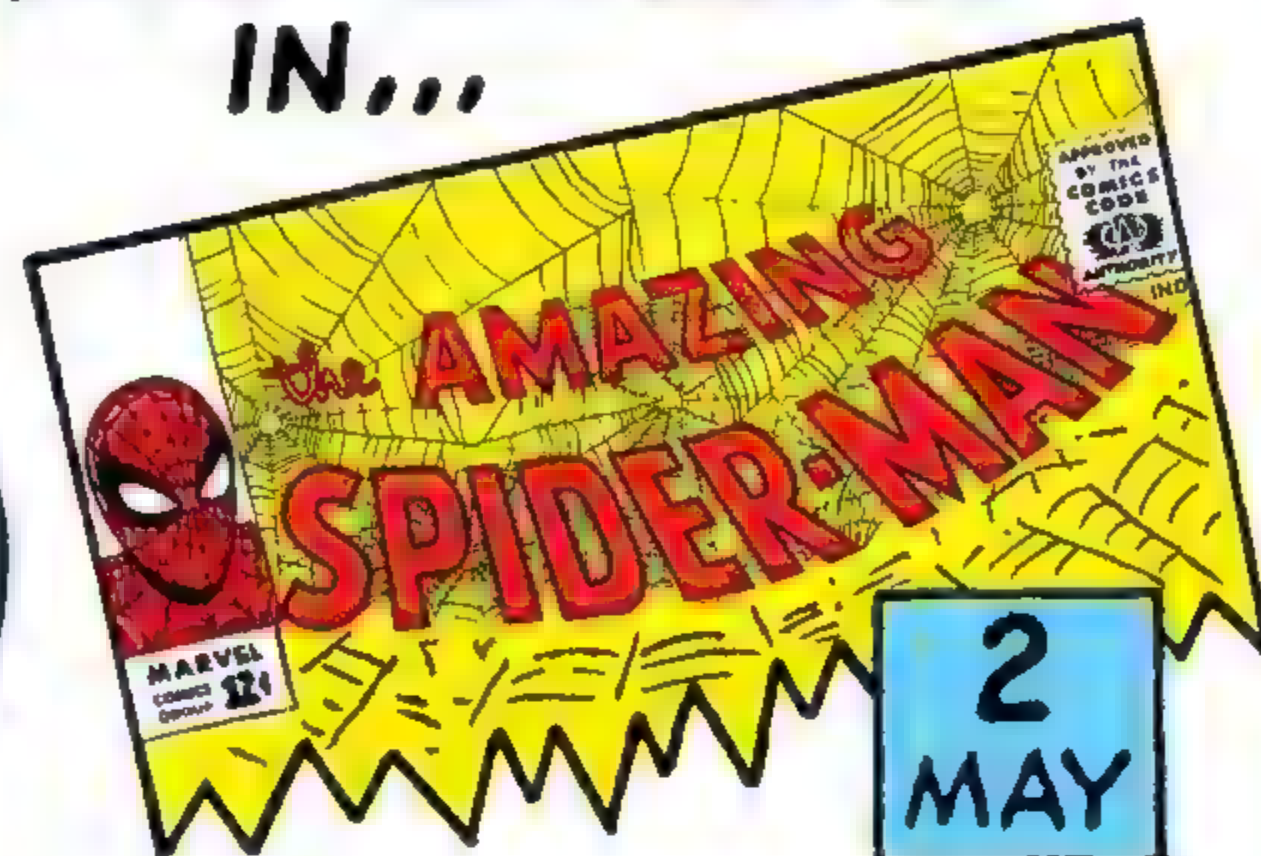
ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The **TERRIBLE TINKERER**

**FIRST APPEARED
IN...**



**THIS STRANGE FOE IS
CHIEFLY TO BE
REMEMBERED BECAUSE
OF THE FACT THAT HE
HAS BEEN THE FIRST,
AND THE ONLY ALIEN
MENACE SPIDER-MAN
HAS EVER FOUGHT!**

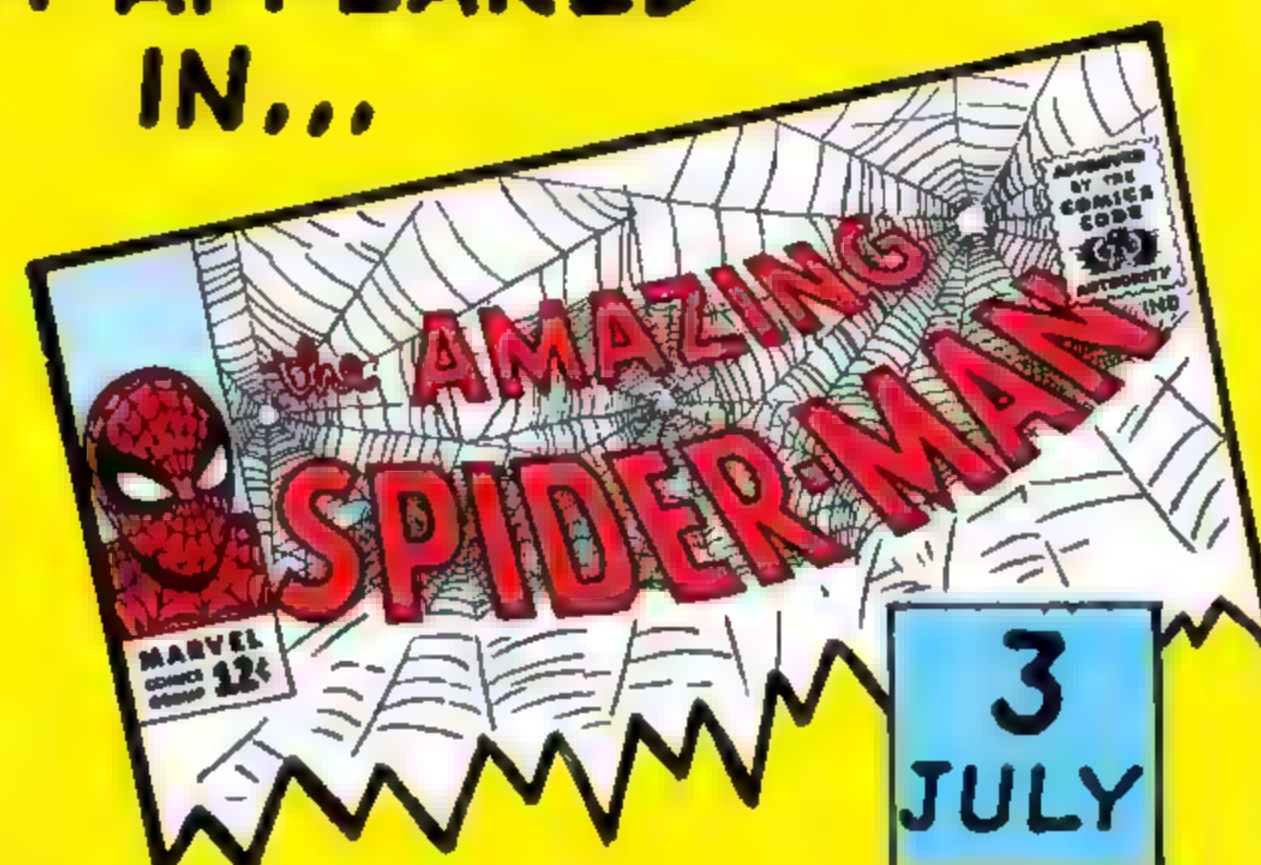
**LITTLE DID THE
AMAZING TEEN-AGER
DREAM, AS HE
VENTURED INTO THE
TINKERER'S
GLOOMY SHOP,
THAT THE FATE
OF HIS ENTIRE
PLANET HUNG
UPON SPIDER-
MAN'S VICTORY
AGAINST
ALMOST
HOPELESS
ODDS!**



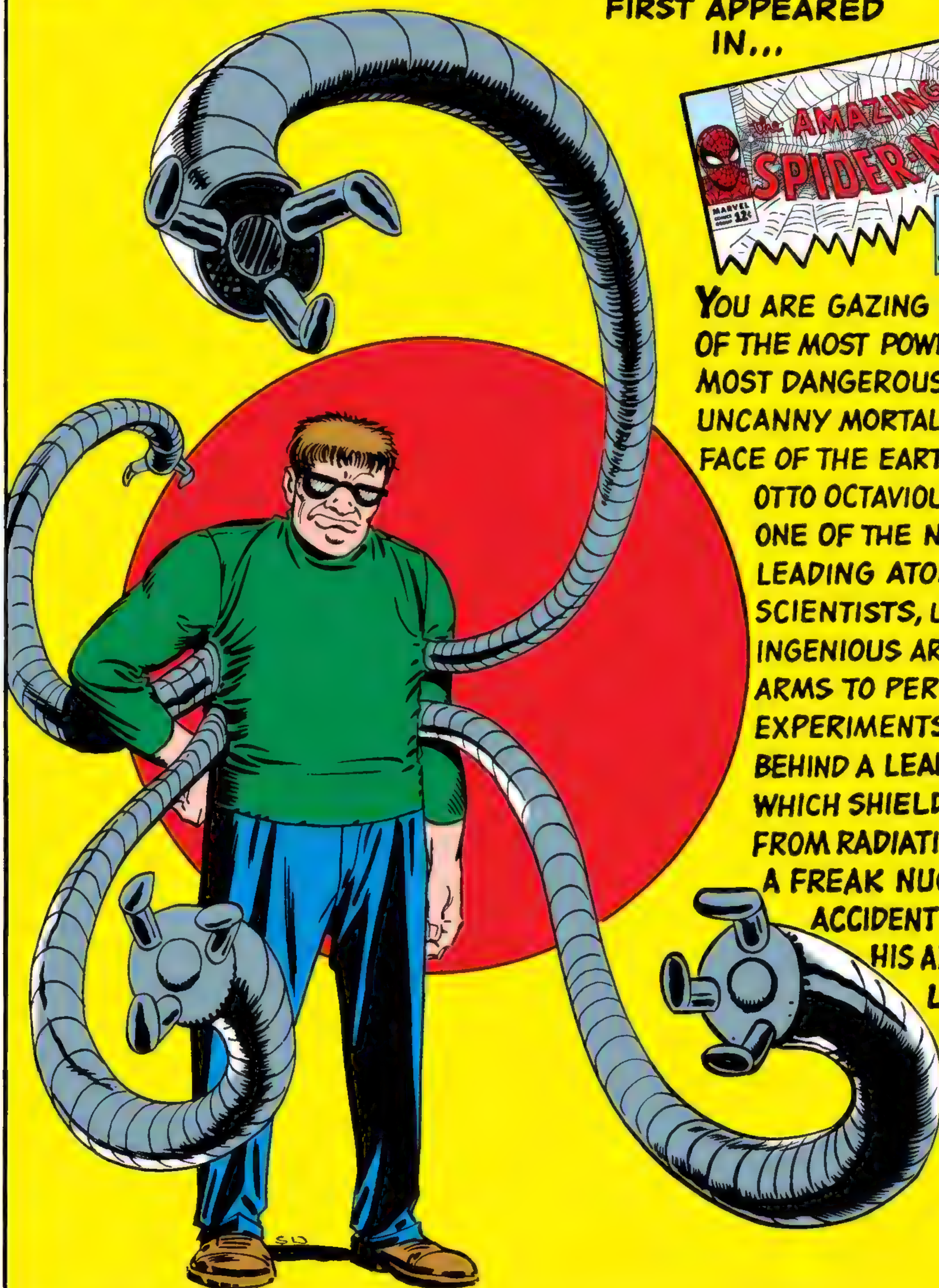
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DR. OCTOPUS

FIRST APPEARED
IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENIOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

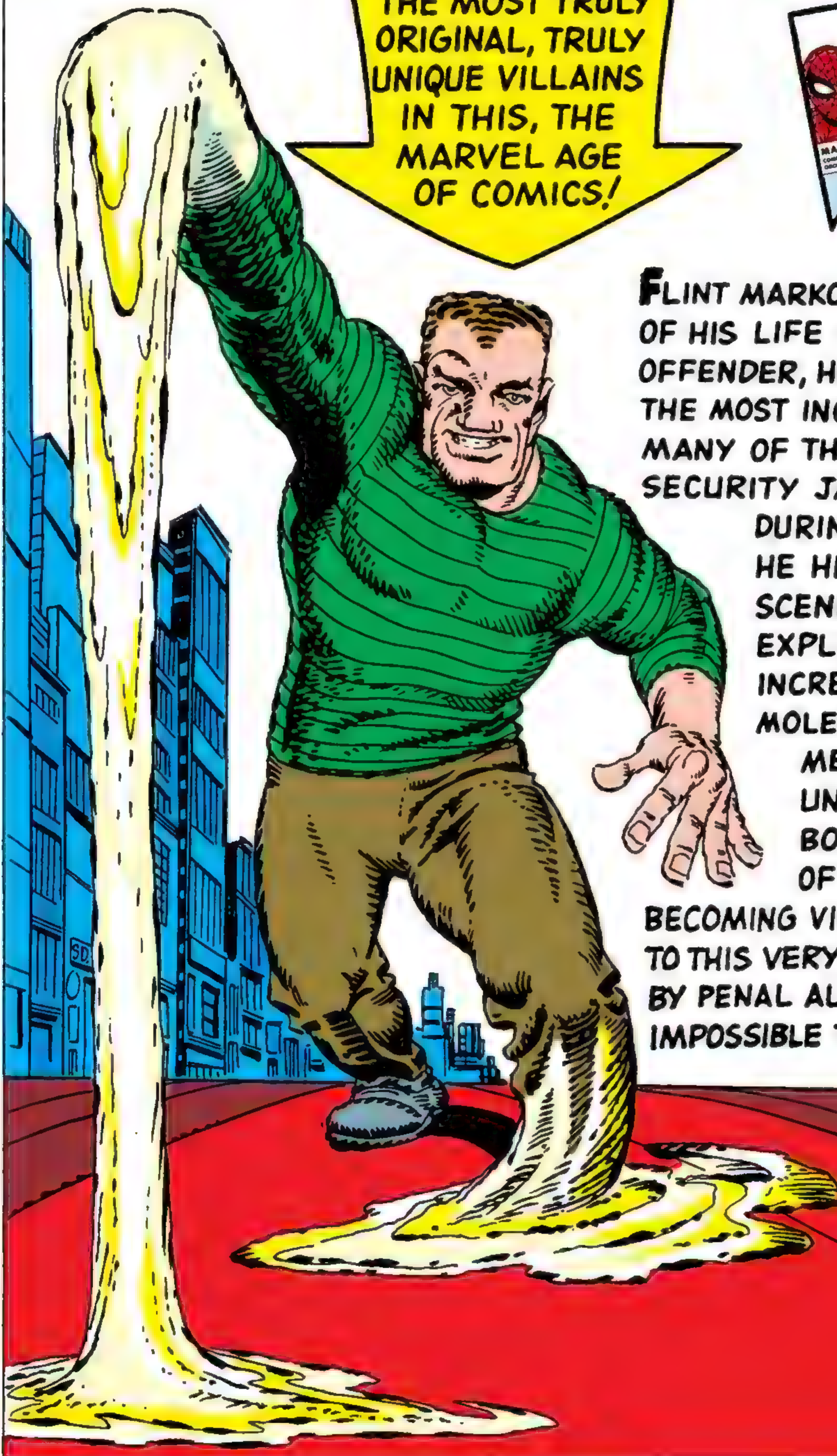
SANDMAN

**FIRST APPEARED
IN...**



**POSSIBLY ONE OF
THE MOST TRULY
ORIGINAL, TRULY
UNIQUE VILLAINS
IN THIS, THE
MARVEL AGE
OF COMICS!**

FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!



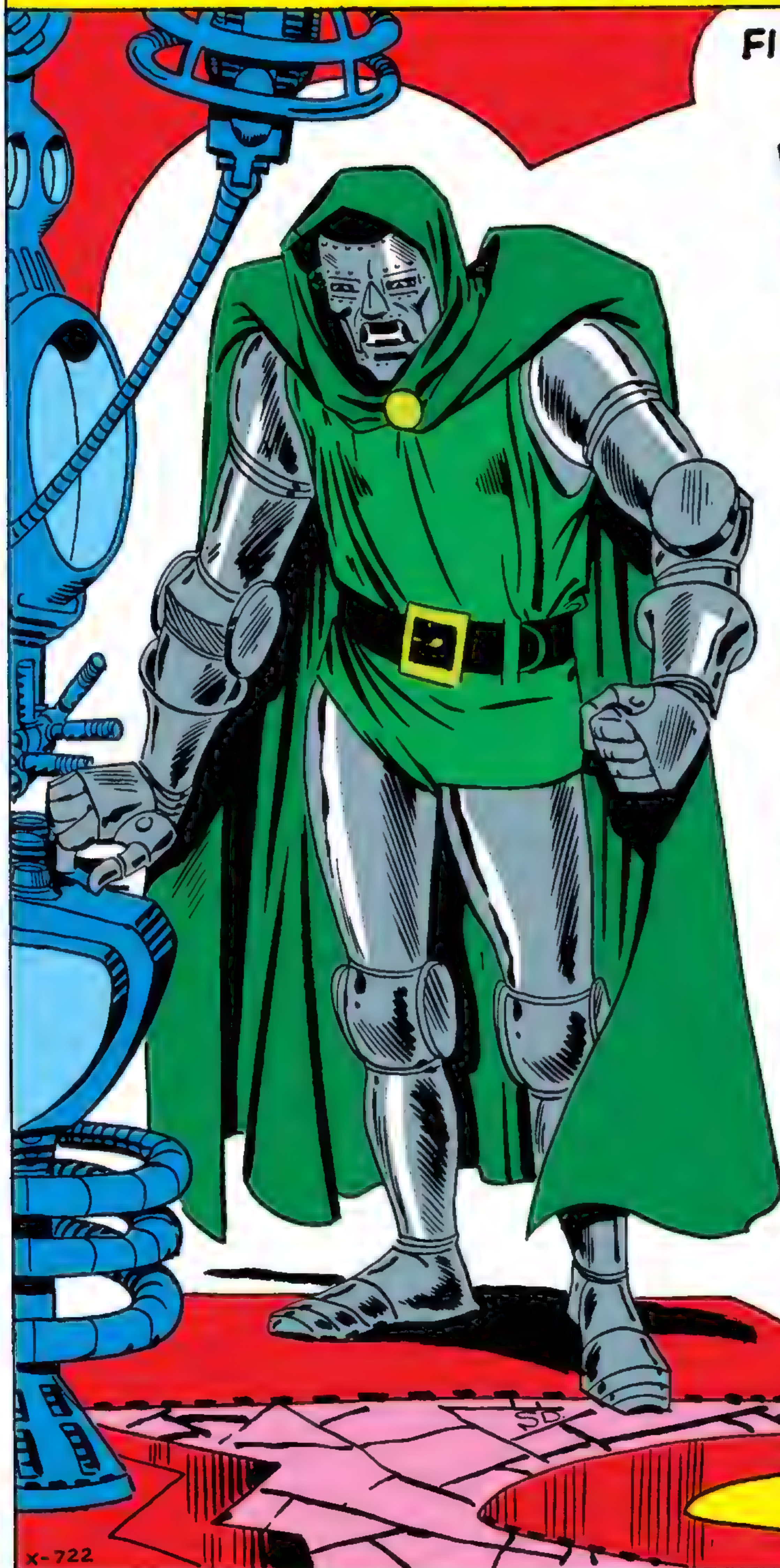
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM

FIRST APPEARED
IN...



WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC... "THE SECRETS OF DOCTOR DOOM!"



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

FIRST APPEARED
IN...



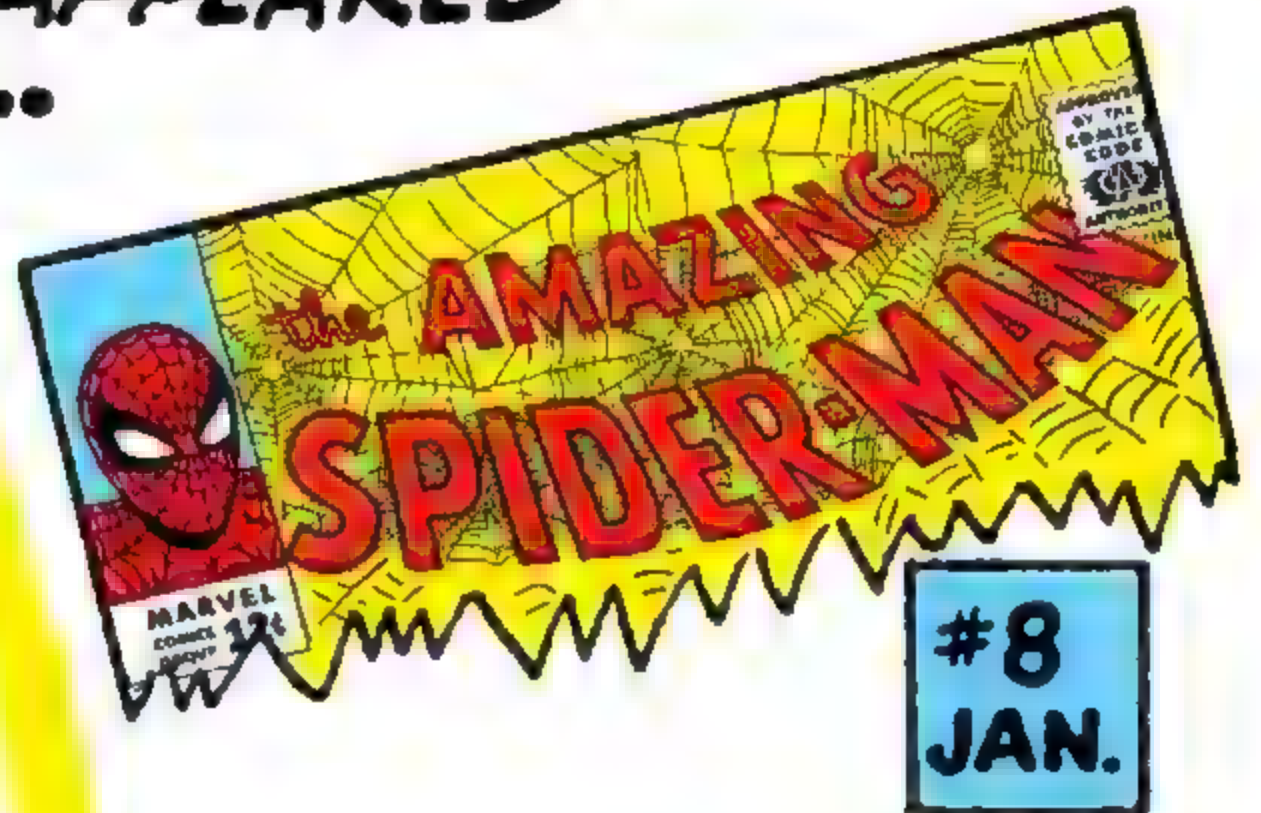
UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TO-DAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!



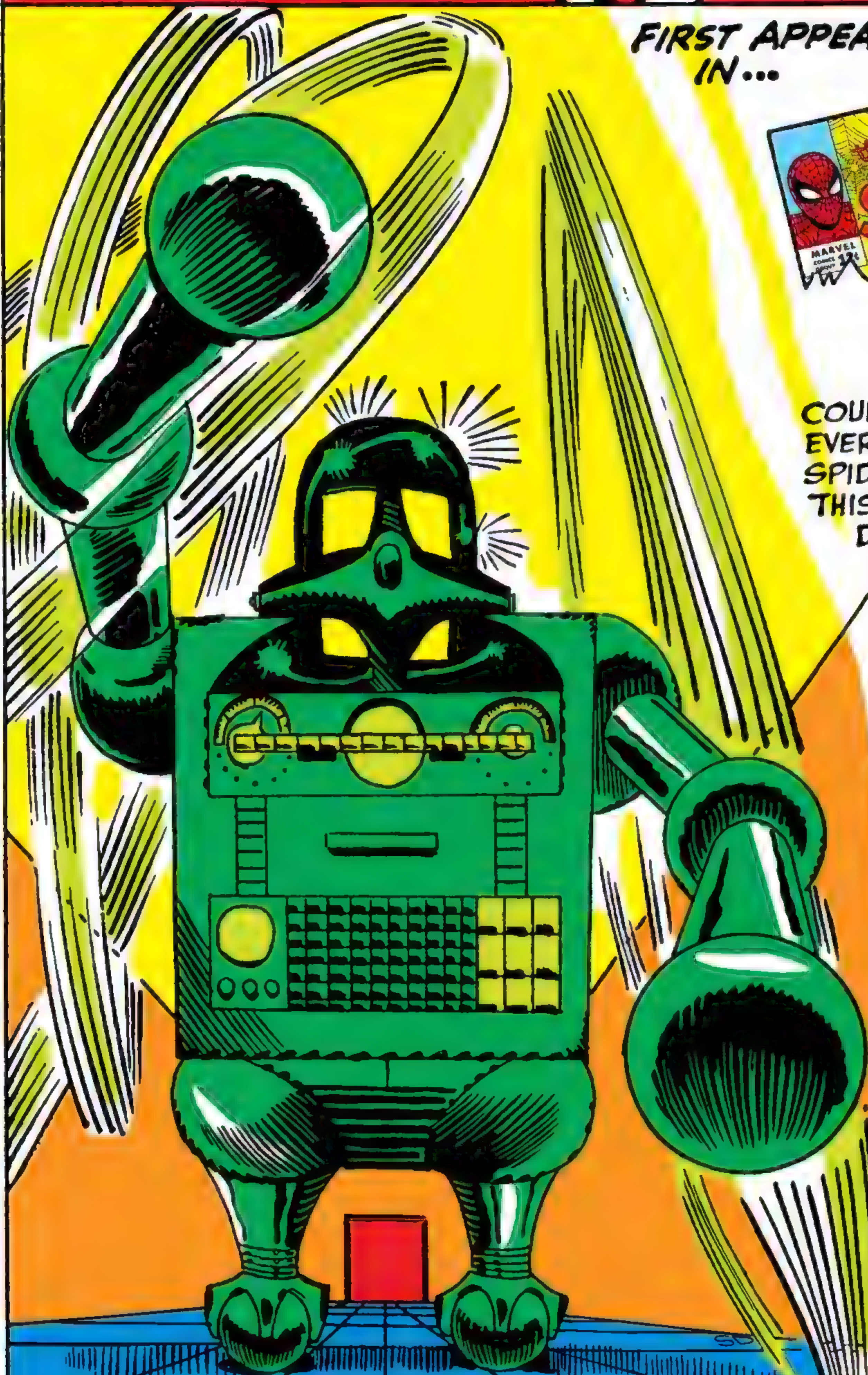
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Living BRAIN

FIRST APPEARED
IN...



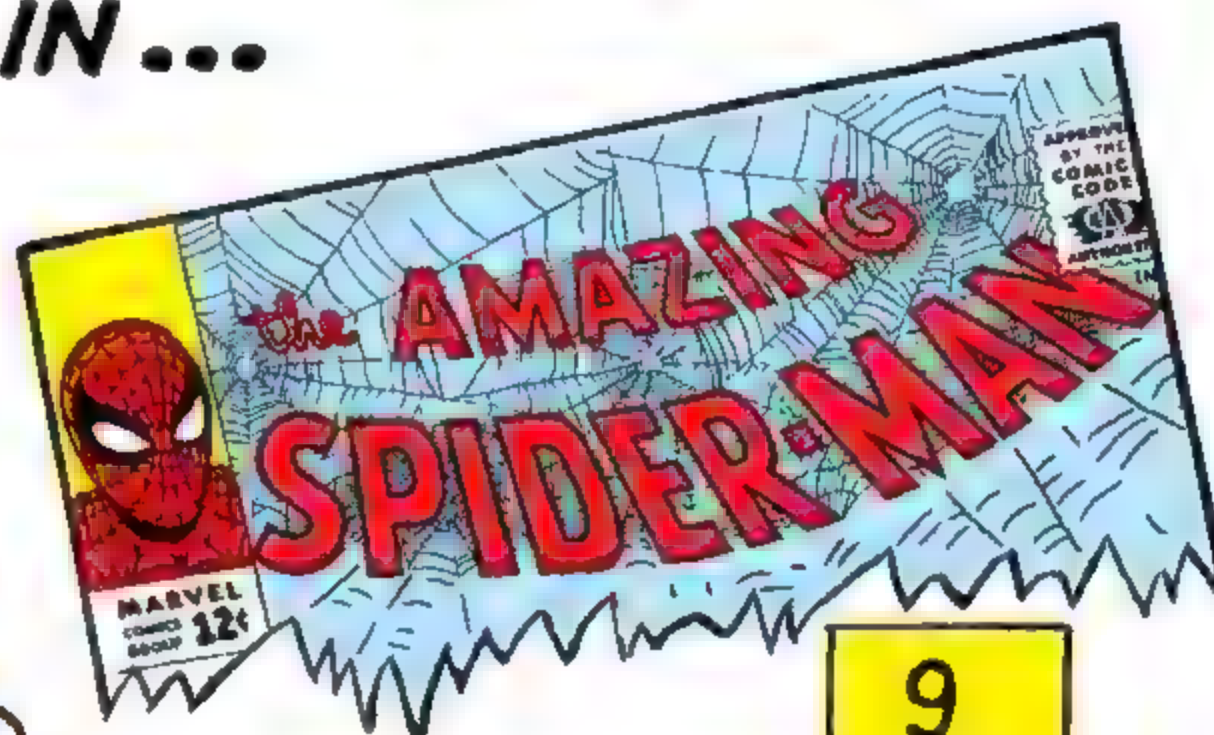
COULD A MERE MACHINE
EVER DEFEAT THE AMAZING
SPIDER-MAN?? WELL,
THIS MACHINE ALMOST
DID! FOR, YOU SEE
BEFORE YOU ONE OF
THE WONDERS OF
THE AGE...A MACHINE
OF ALMOST LIMIT-
LESS STRENGTH,
APPARENTLY IN-
DESTRUCTIBLE, AND
CAPABLE OF THINK-
ING MANY TIMES
FASTER THAN ANY
HUMAN BRAIN!
BUILT TO APPROXI-
MATE THE HUMAN
FORM, IT REQUIRED
EVERY BIT OF POWER,
AGILITY, AND
CUNNING WHICH
SPIDER-MAN
POSSESSED TO
END THE ELECTRONIC
MENACE OF THIS
STRANGE
MACHINE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO

FIRST APPEARED
IN ...



9
FEB.

ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!



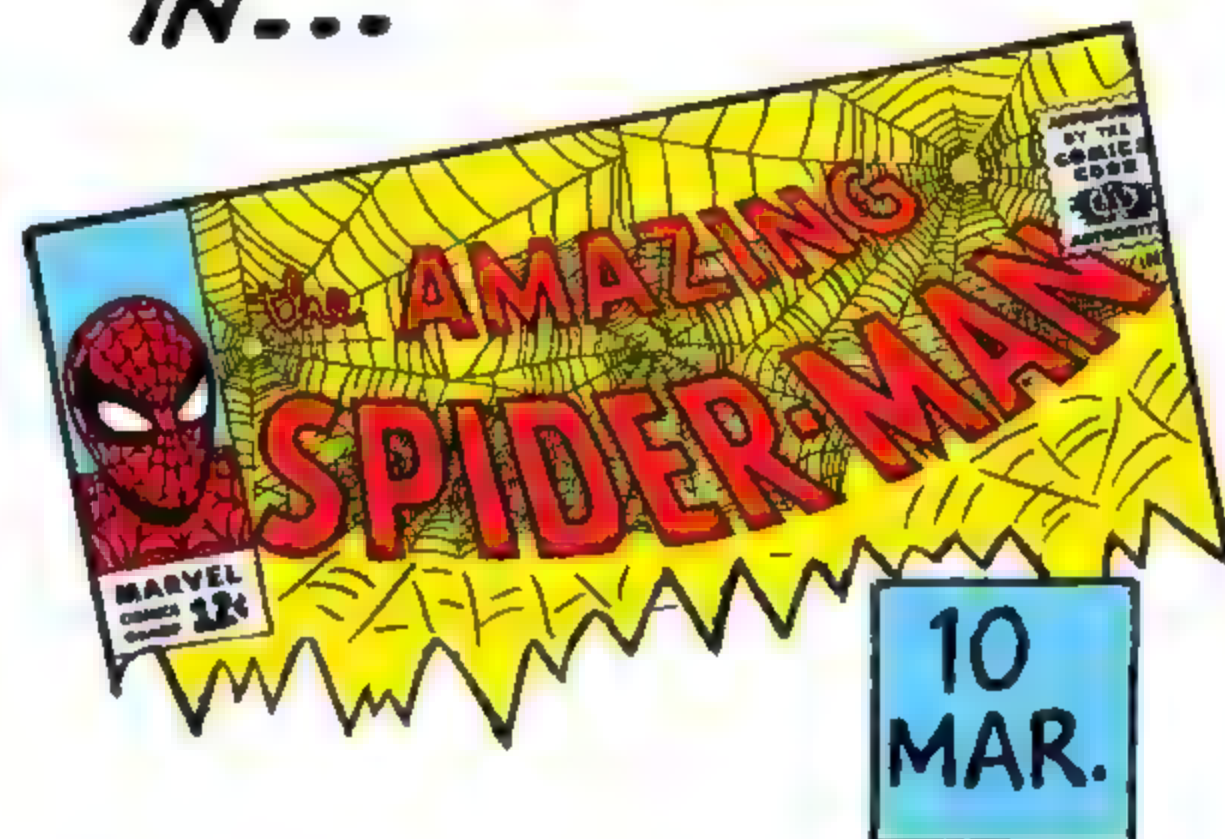
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE
BIG
MAN

FIRST APPEARED
IN...



READING FROM TOP TO
BOTTOM, WE PRESENT...
THE OX, EX-CIRCUS
STRONGMAN WITH THE
MIND OF A CHILD!
MONTANA, THE WESTERN
ROPE-WIZARD WHO CAN
MAKE HIS LASSO DO
EVERYTHING BUT TALK!
FANCY DAN, WHOSE
SMALL SIZE BELIES
THE SPEED AND
ACCURACY OF HIS
POTENT JUDO AND
KARATE BLOWS!
PUT THEM ALL
TOGETHER AND
YOU HAVE A TEAM
OF CRIMINALS
NO CRIME-FIGHTER
WOULD DARE TO
EVER TURN HIS
BACK UPON!

THE BIG MAN,
ALTHOUGH POSSESSING
NO SPECIAL POWERS
OF HIS OWN, WAS
THE MASTER CRIMINAL
WHO ORGANIZED
THE ENFORCERS,
MUCH TO HIS
SUBSEQUENT
REGRET!



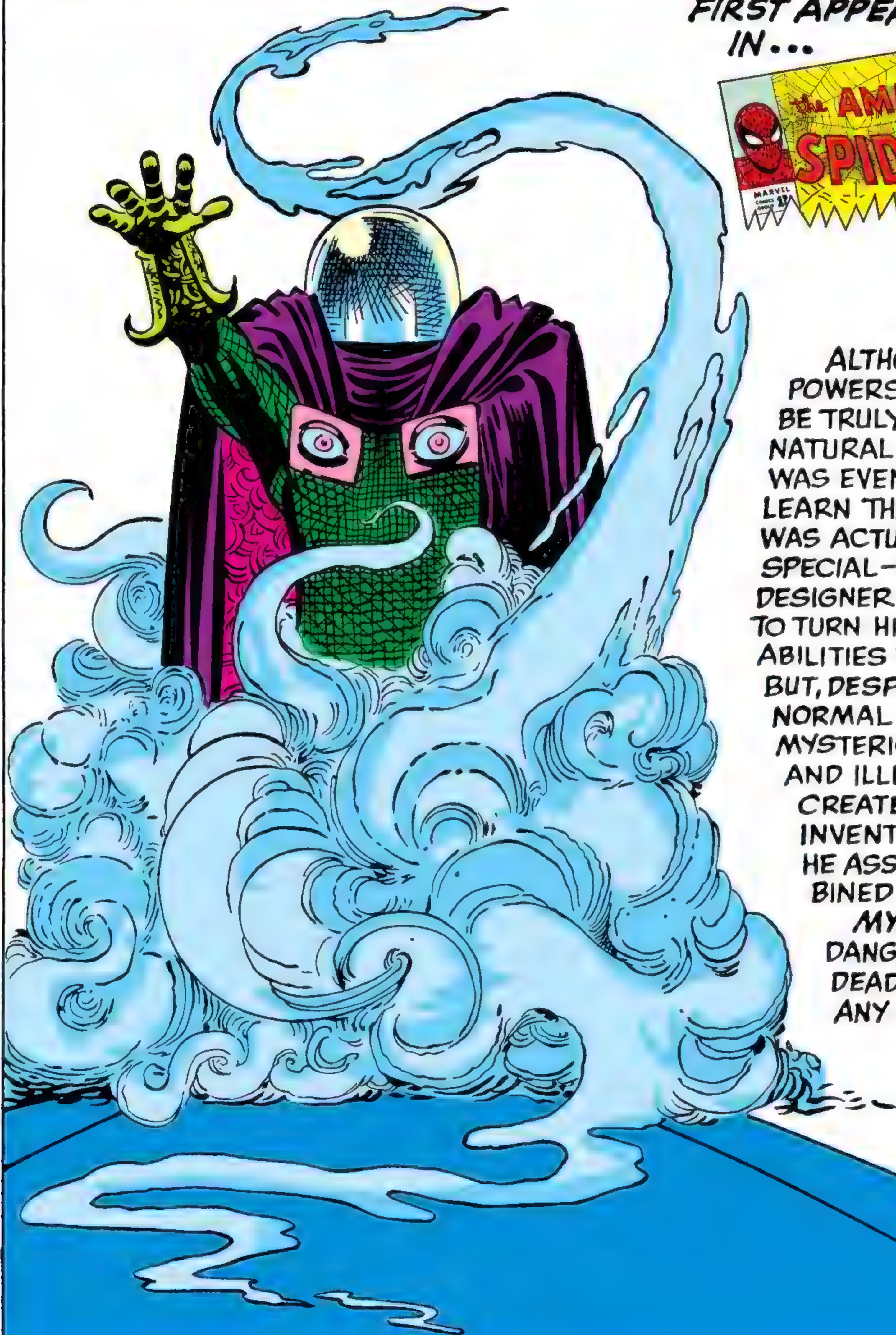
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

FIRST APPEARED
IN...



13
JUNE

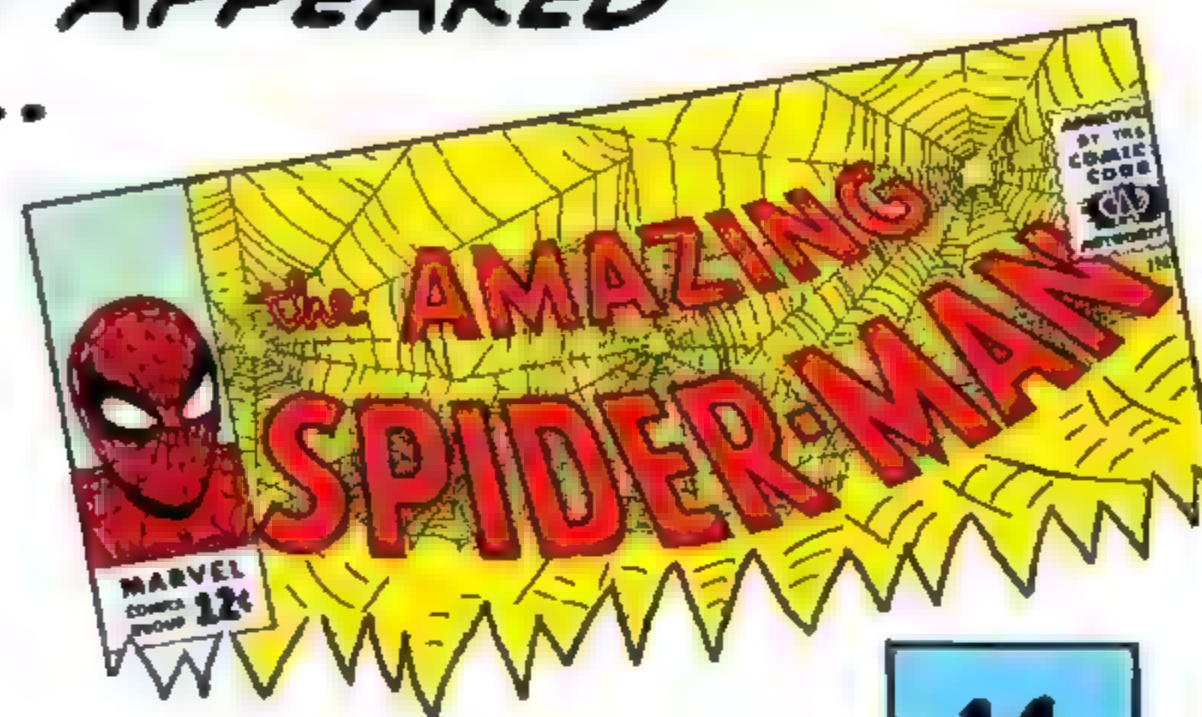


ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT **MYSTERIO** WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE **MYSTERIO** AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

FIRST APPEARED
IN...



14
JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GROTESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN THE HUNTER

FIRST APPEARED
IN...



15
AUG.

NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!



The SECRETS of SPIDER-MAN!

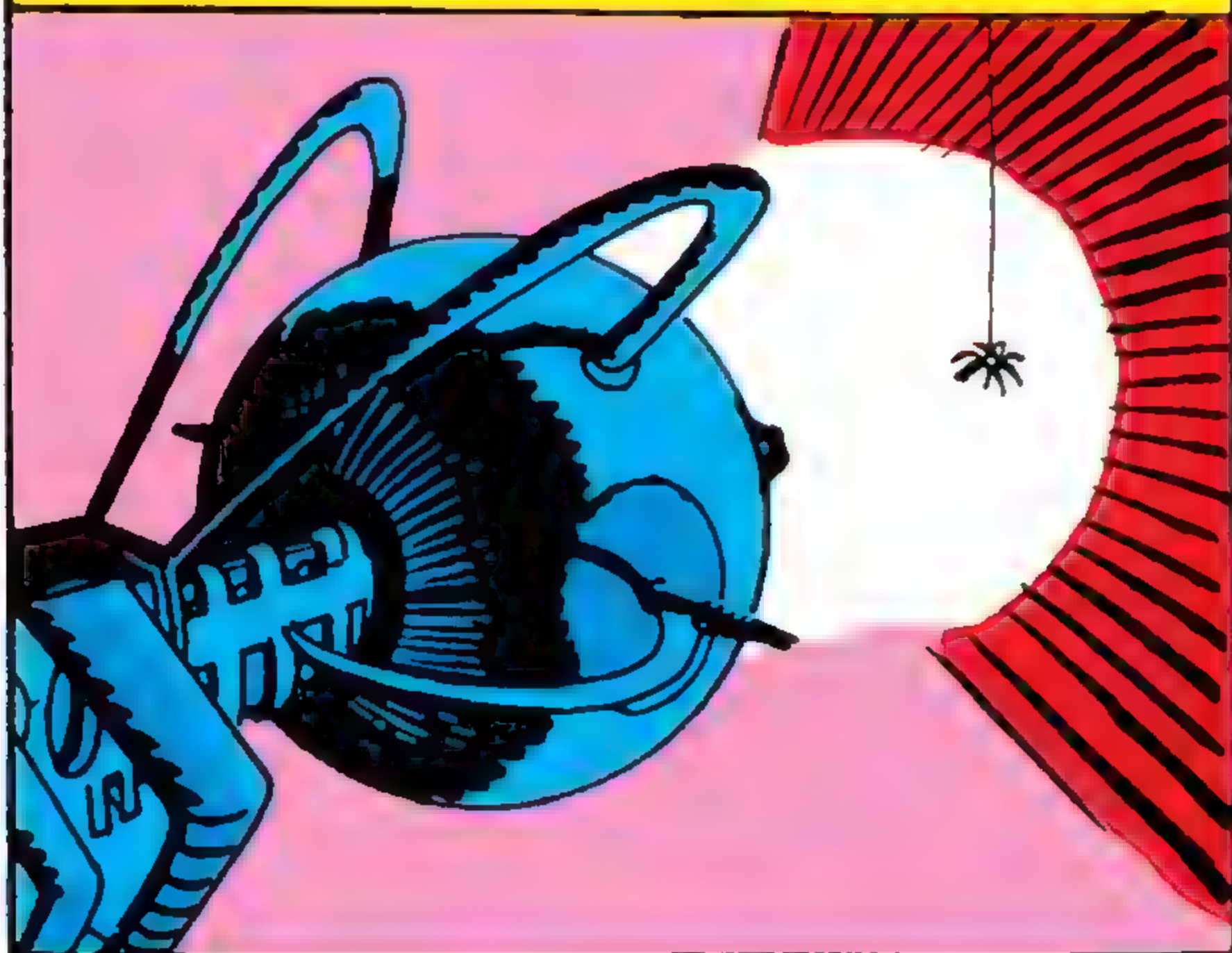


HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULLPEN GET TOGETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!

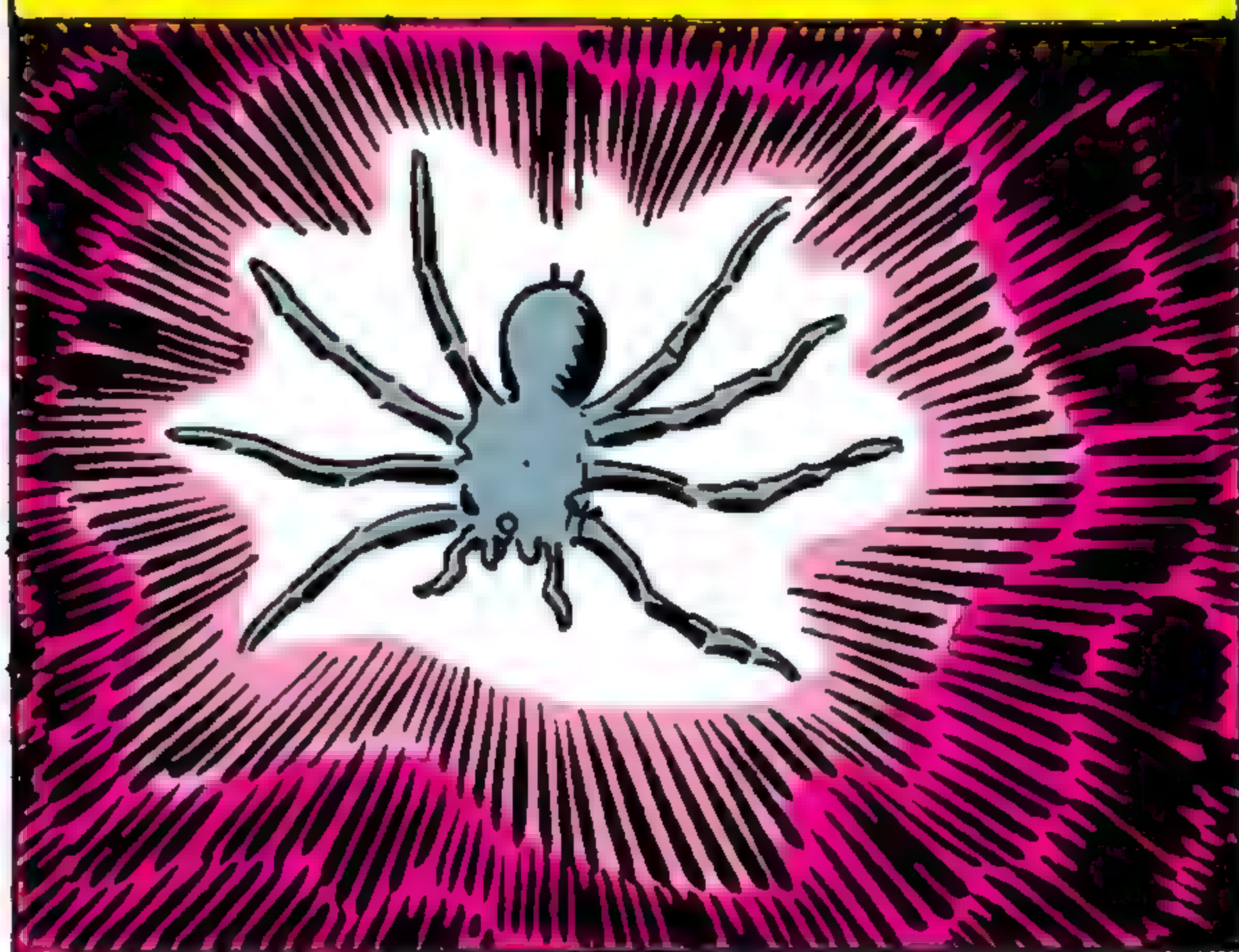
FEATURING:
INSIDE FACTS ABOUT SPIDEY'S POWERS, HIS PROBLEMS, AND HIS PERSONAL LIFE, AS ONLY STAN and STEVE CAN PRESENT THEM!

EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW..

THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS **SPIDER-MAN** HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE ...



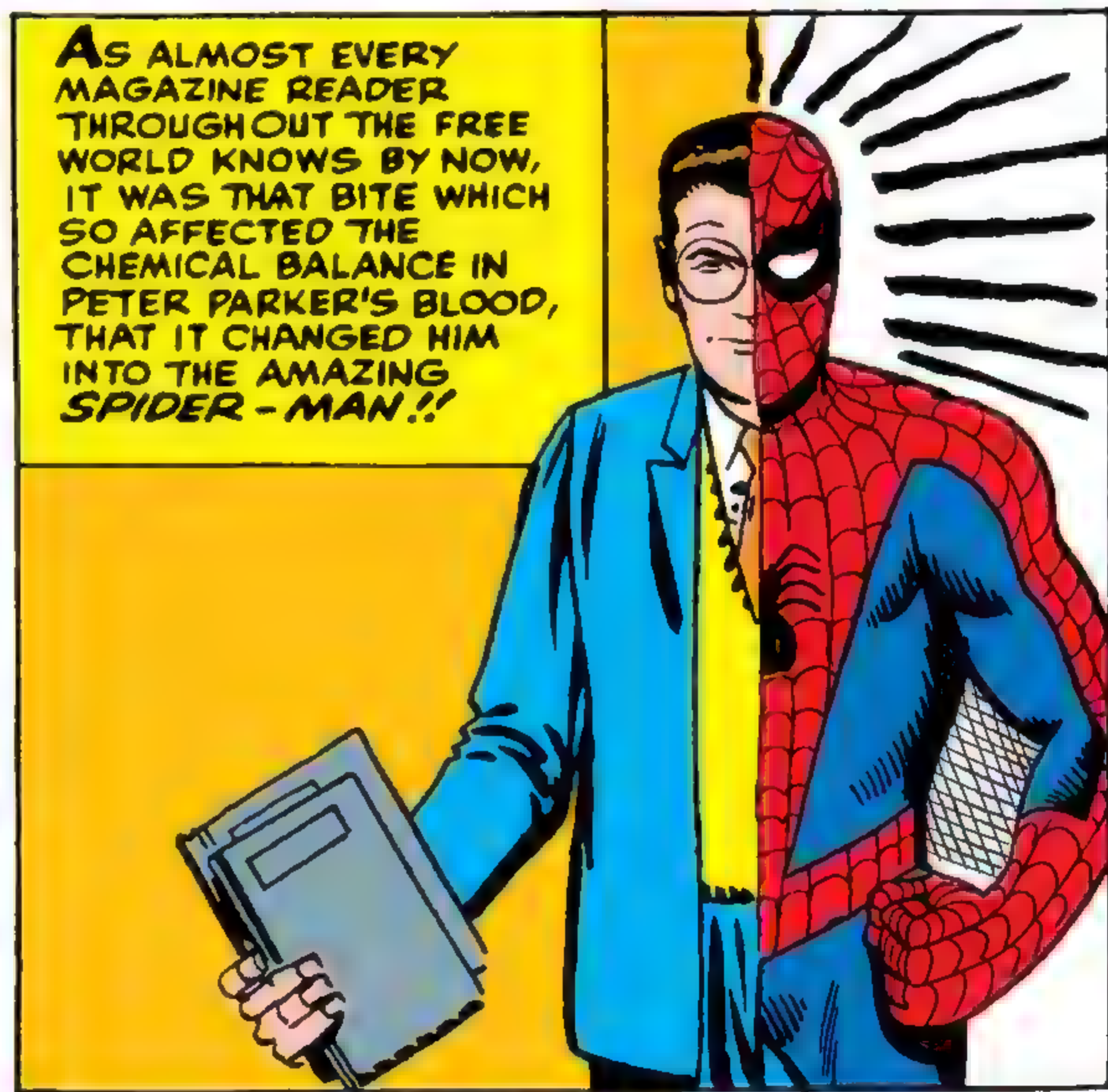
NO ONE AT THE EXHIBITION NOTICED A TINY **SPIDER** DESCENDING ON A THIN STRAND OF WEB ... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!



IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM FROM ITS BODY...AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!

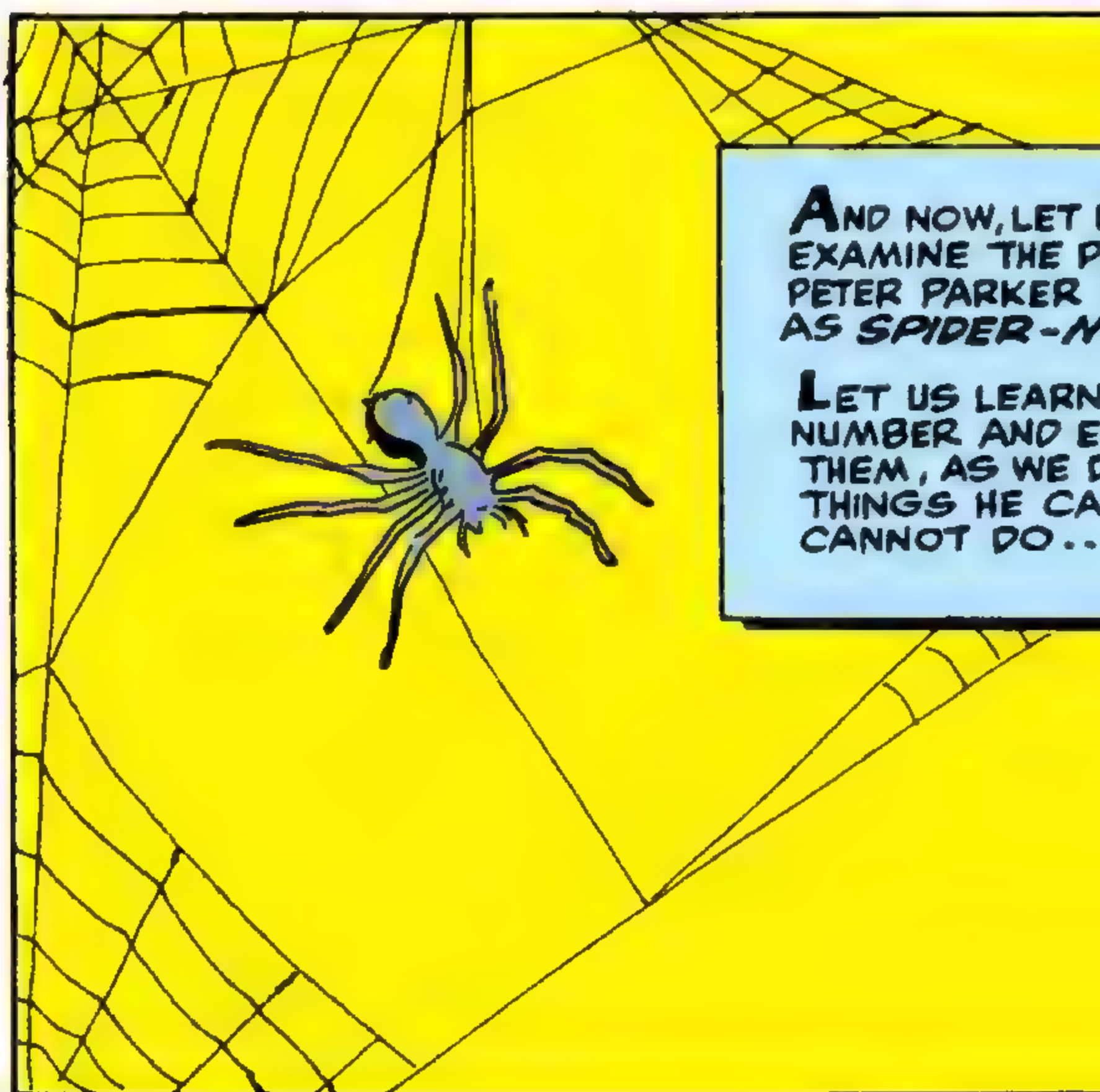


AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING **SPIDER-MAN**!!

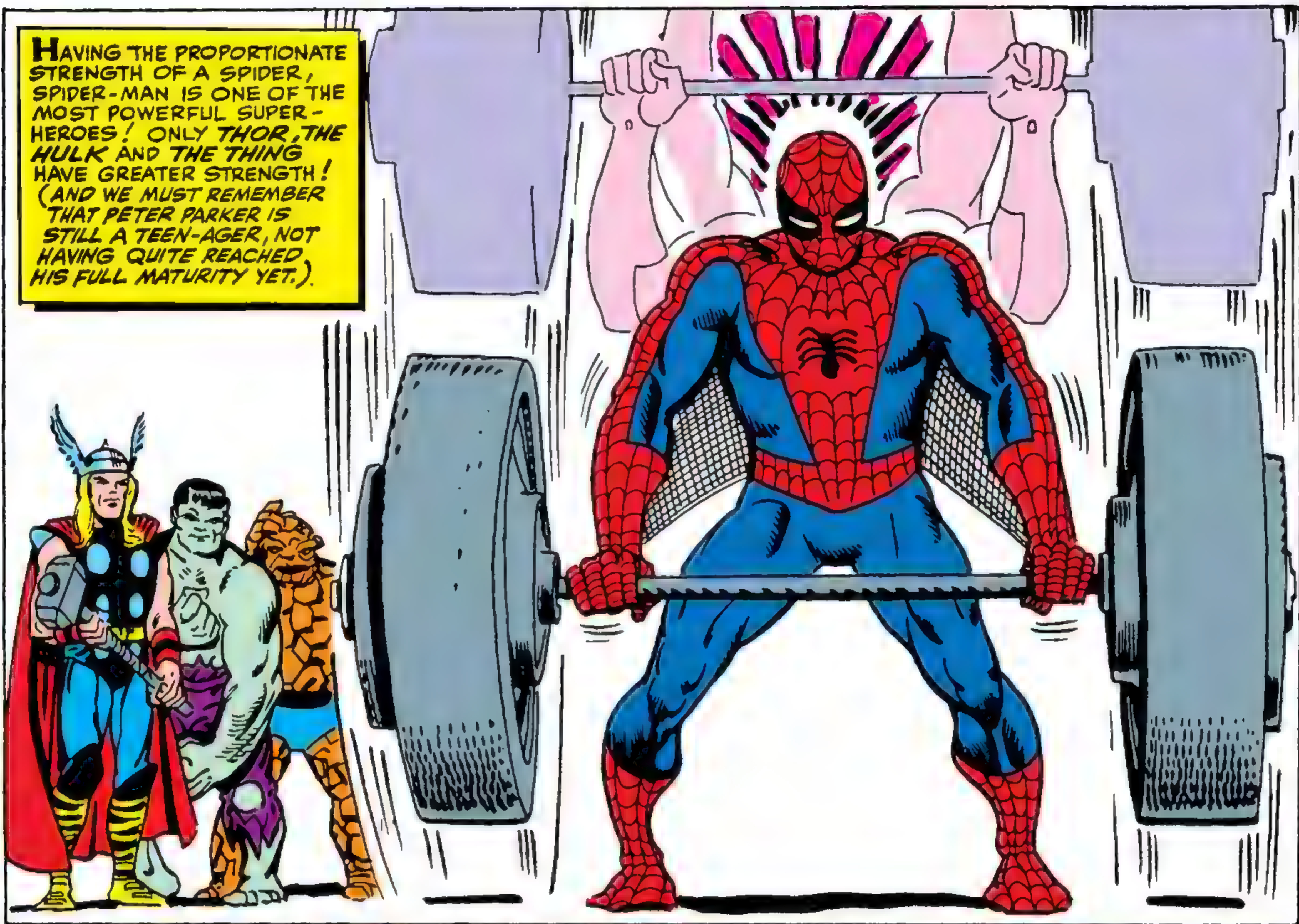


AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS **SPIDER-MAN**!

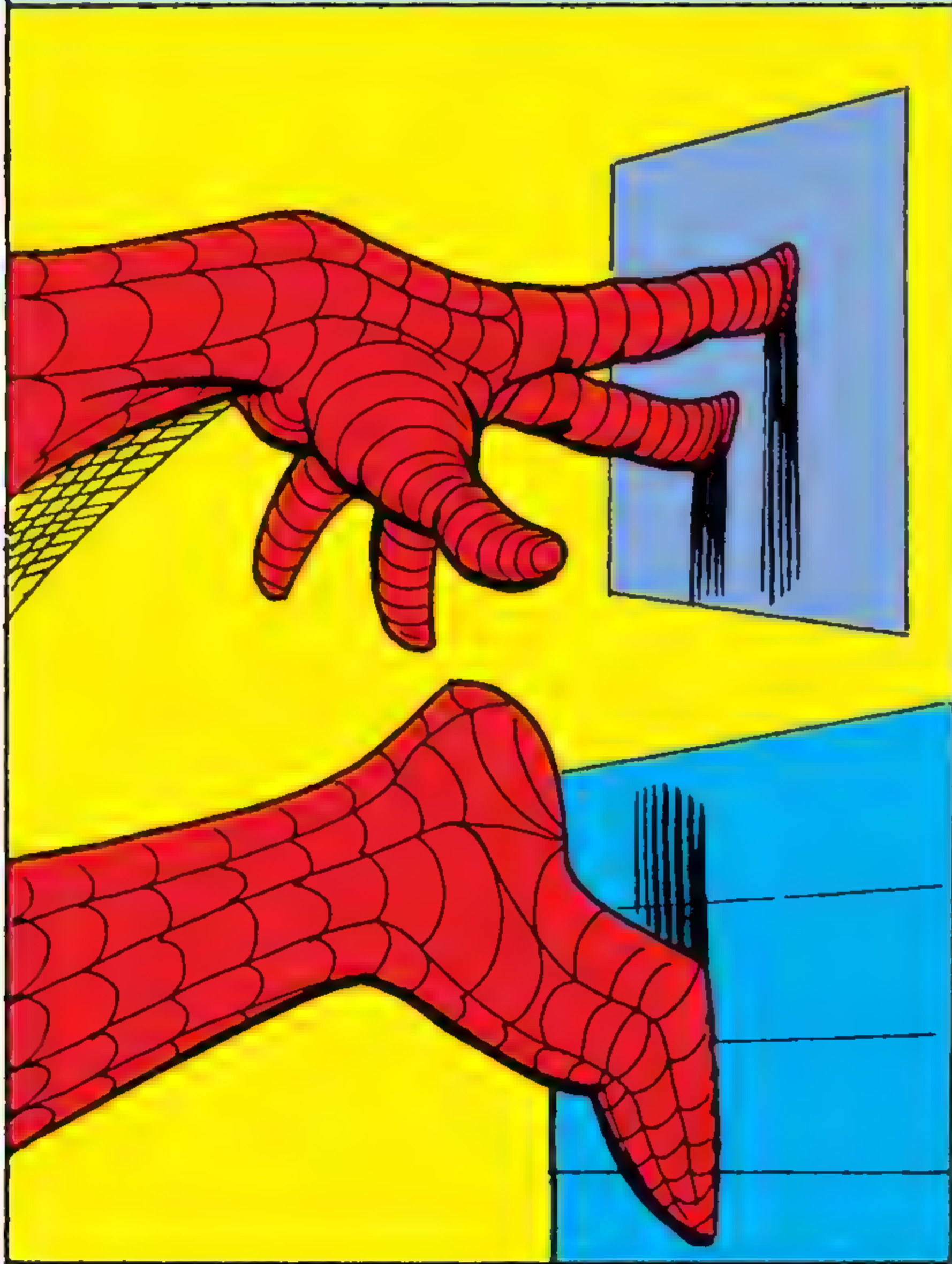
LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO...



HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY **THOR**, **THE HULK** AND **THE THING** HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)



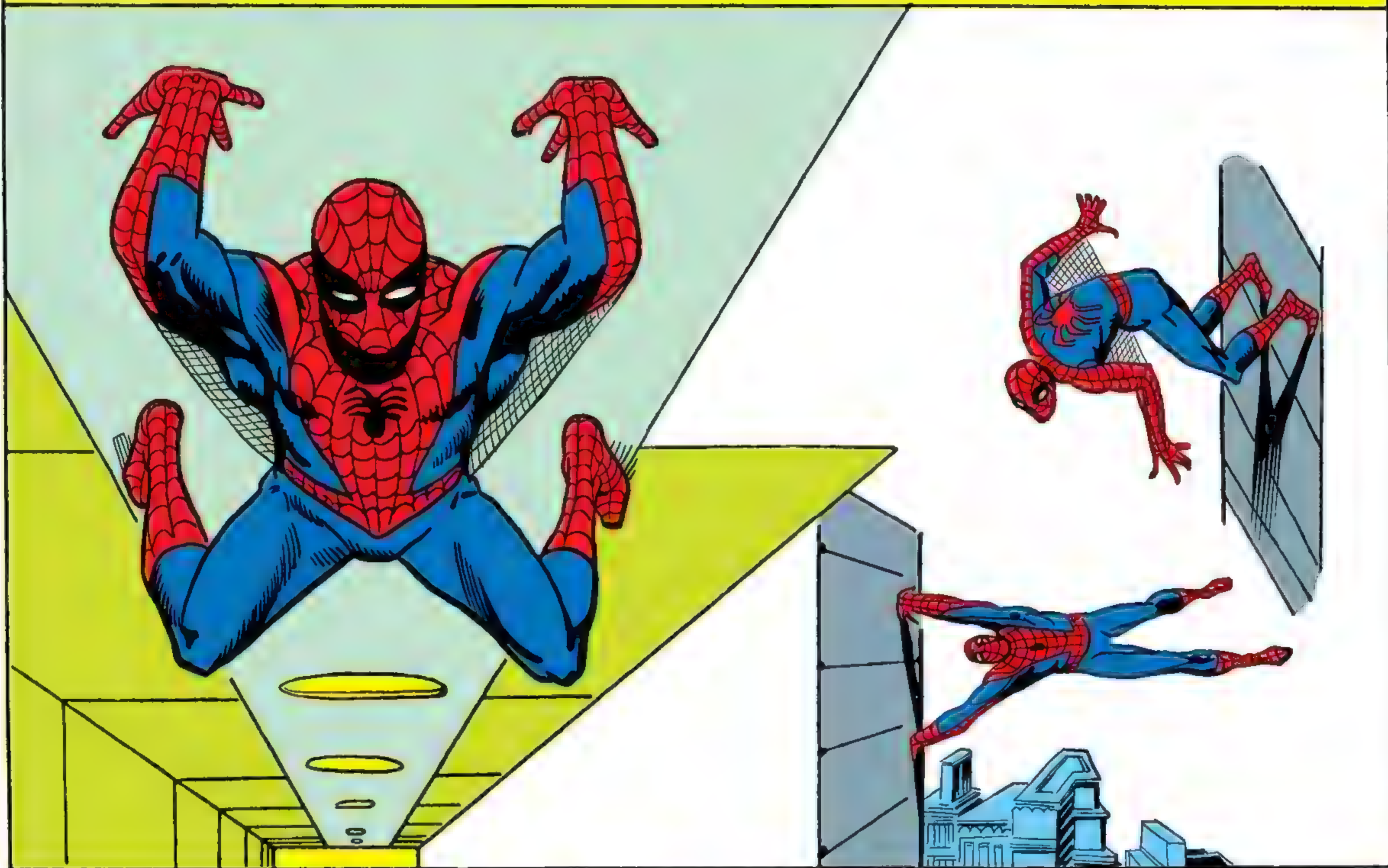
ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS **CLINGING ABILITY**! LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!



NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!



PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE *EASE* WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! *NOTE:* SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!



AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!



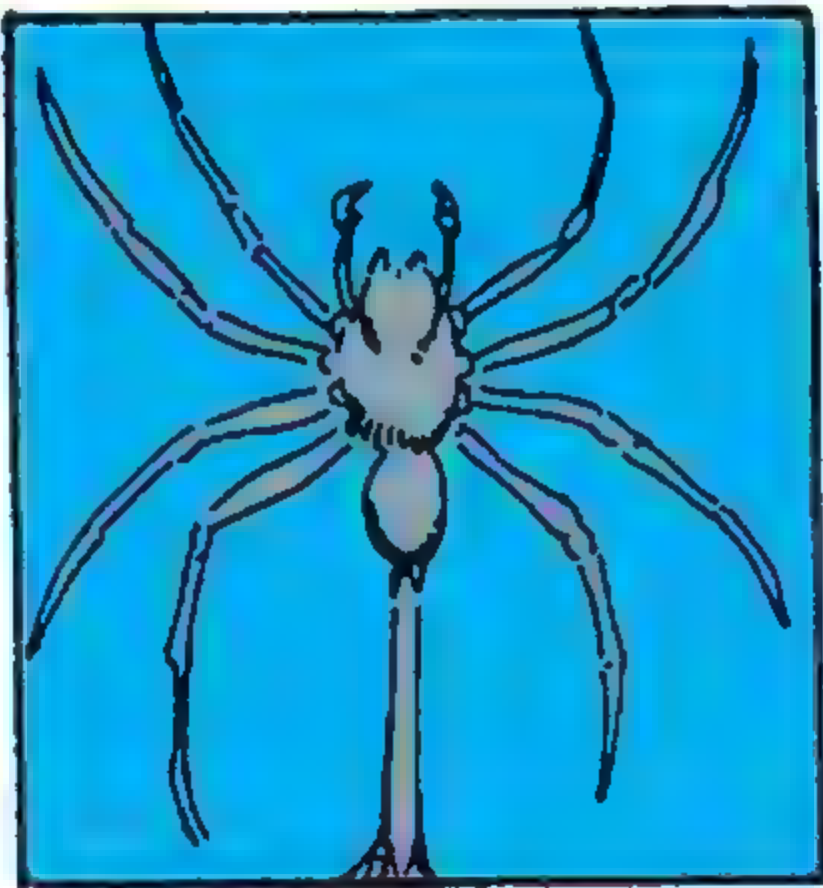
MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION! AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!

**START
HERE**
FOR
SPIDEY'S
LIVING
ACTION
DEMONSTRATION!



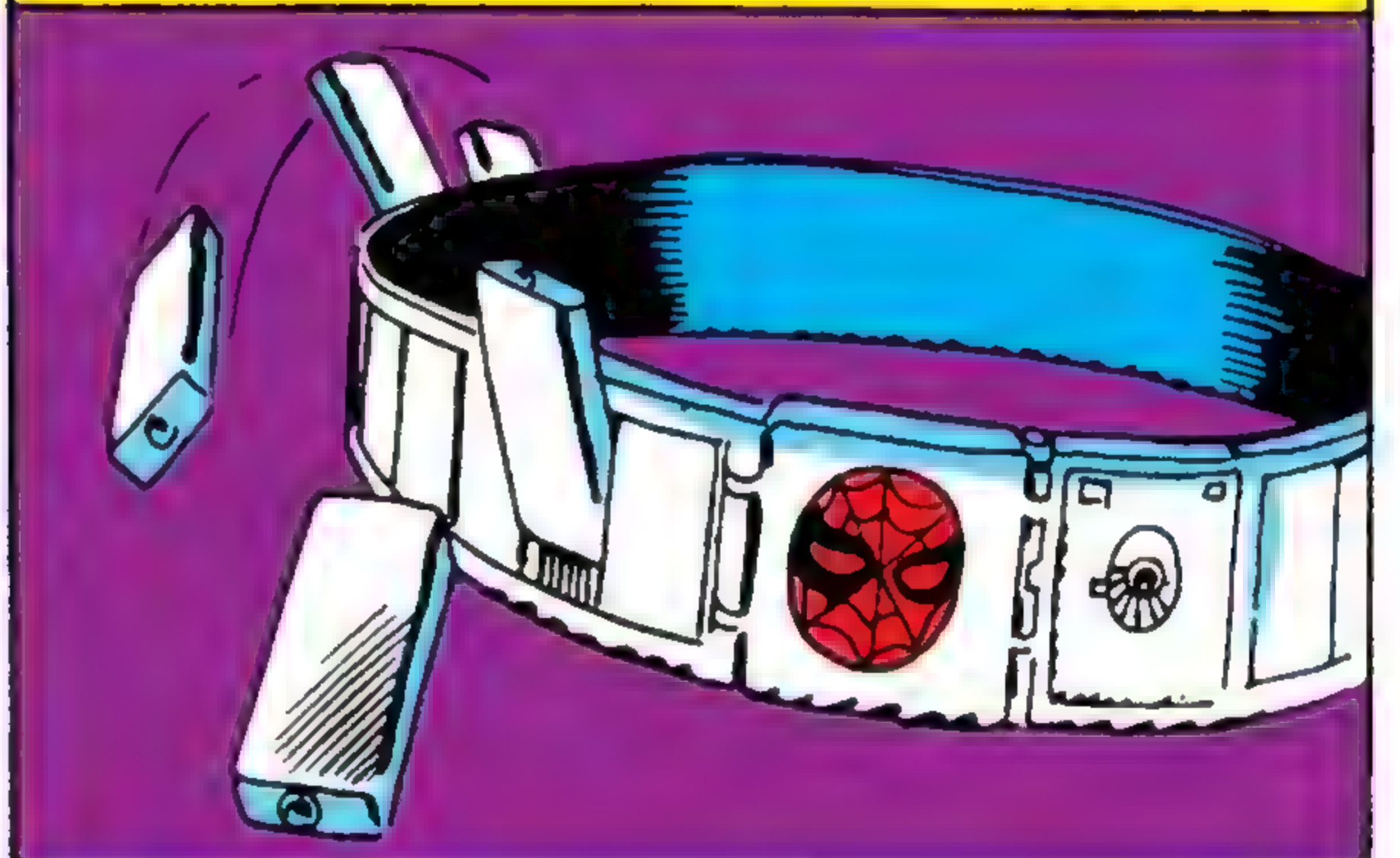
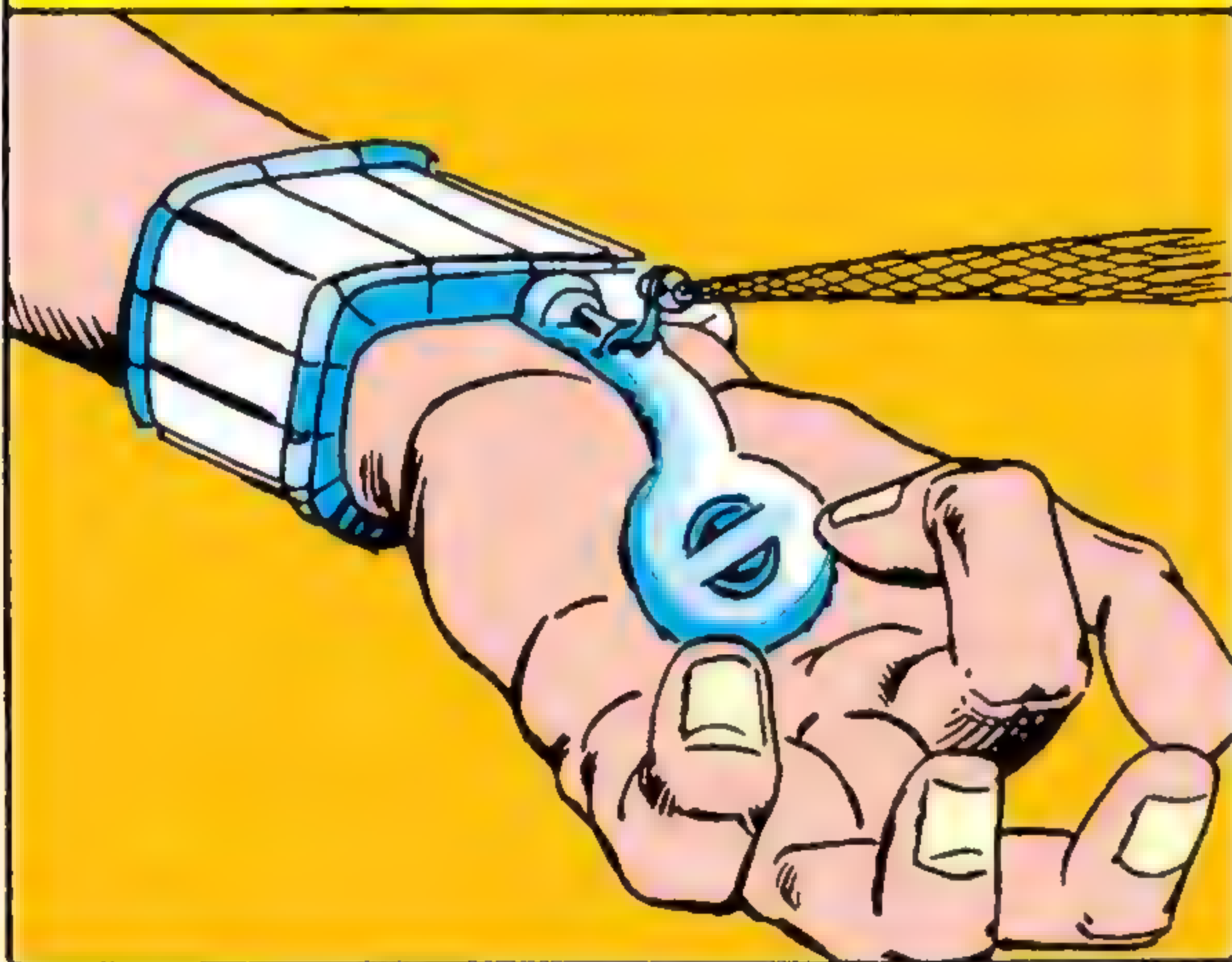
FORTUNATELY FOR PETER PARKER (AND THE WORLD AT LARGE), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS! ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...

HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE CAN TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!



AS ANY SPIDER-MAN READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!

INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENUOUSLY DESIGNED UTILITY BELT!

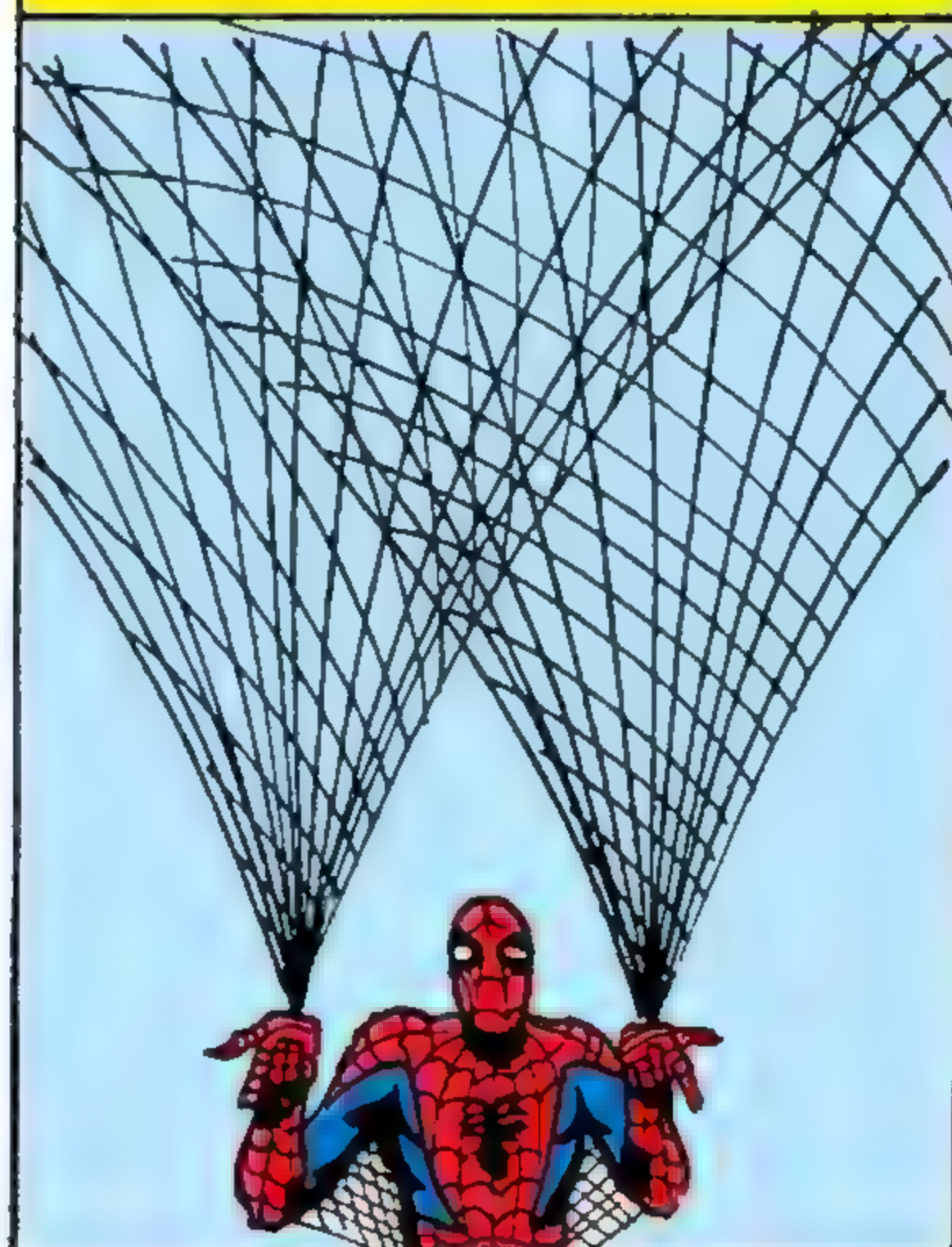


BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...

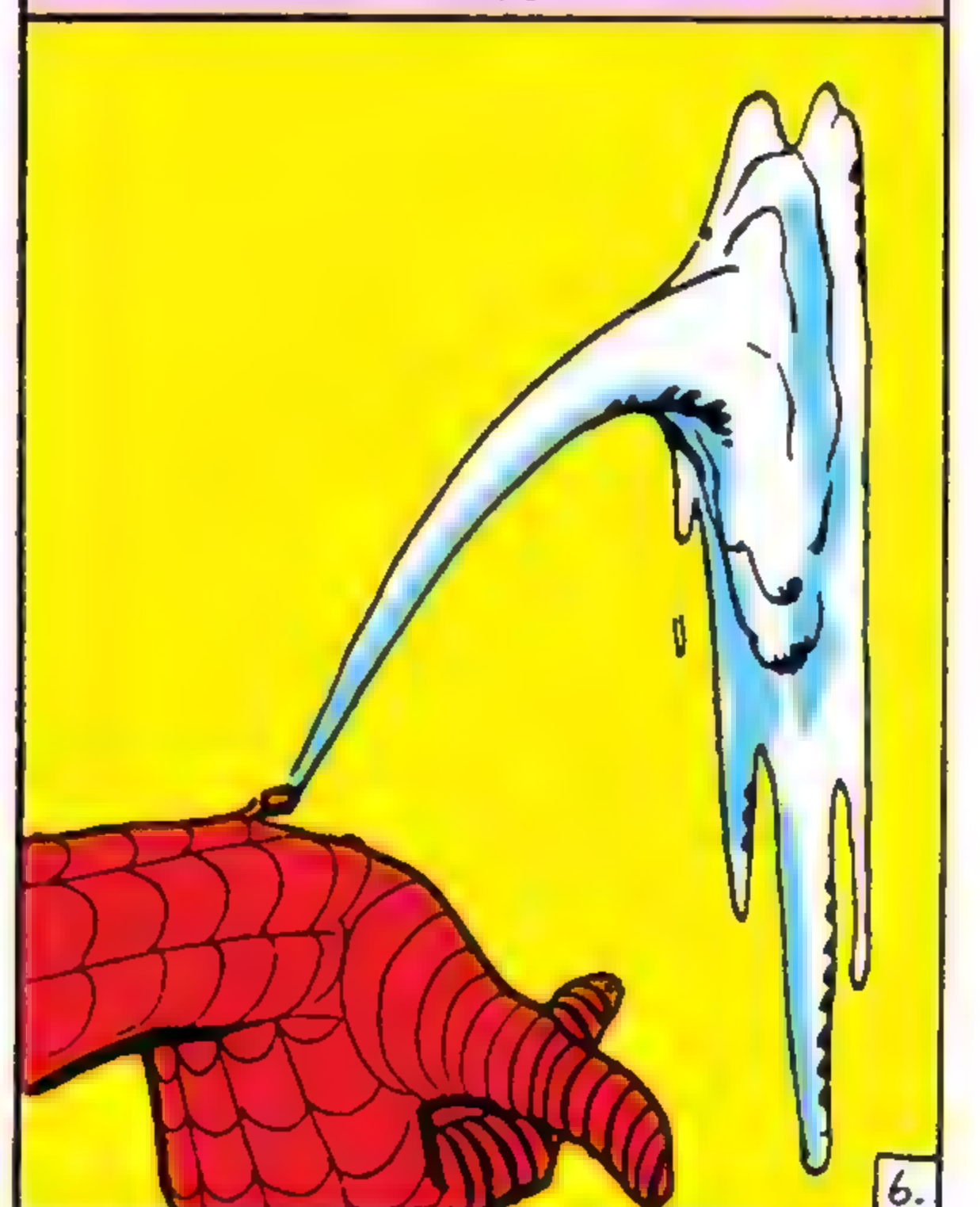
1. AS A THIN, INCREDIBLY STRONG LINE...



2. AS A FINE, QUICK-SPREADING SPRAY...



3. OR AS A THICK, TREMENDOUSLY ADHESIVE LIQUID ...!

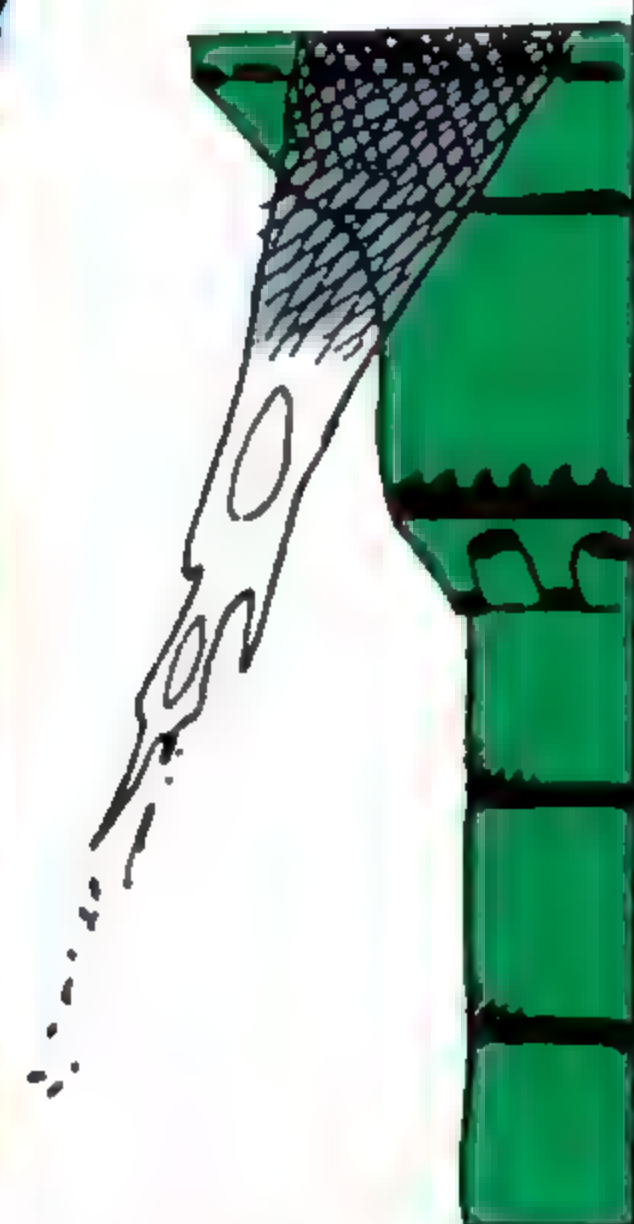
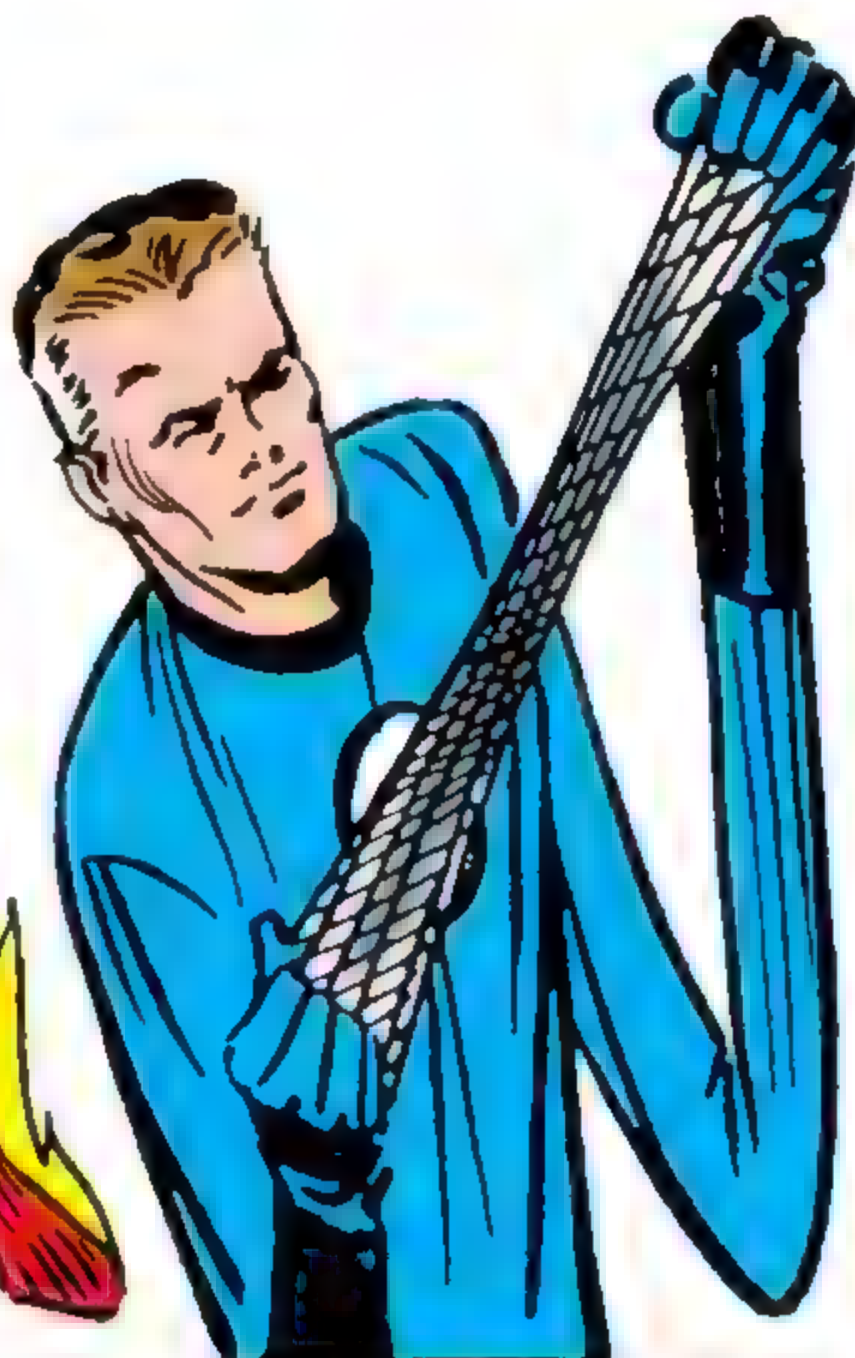
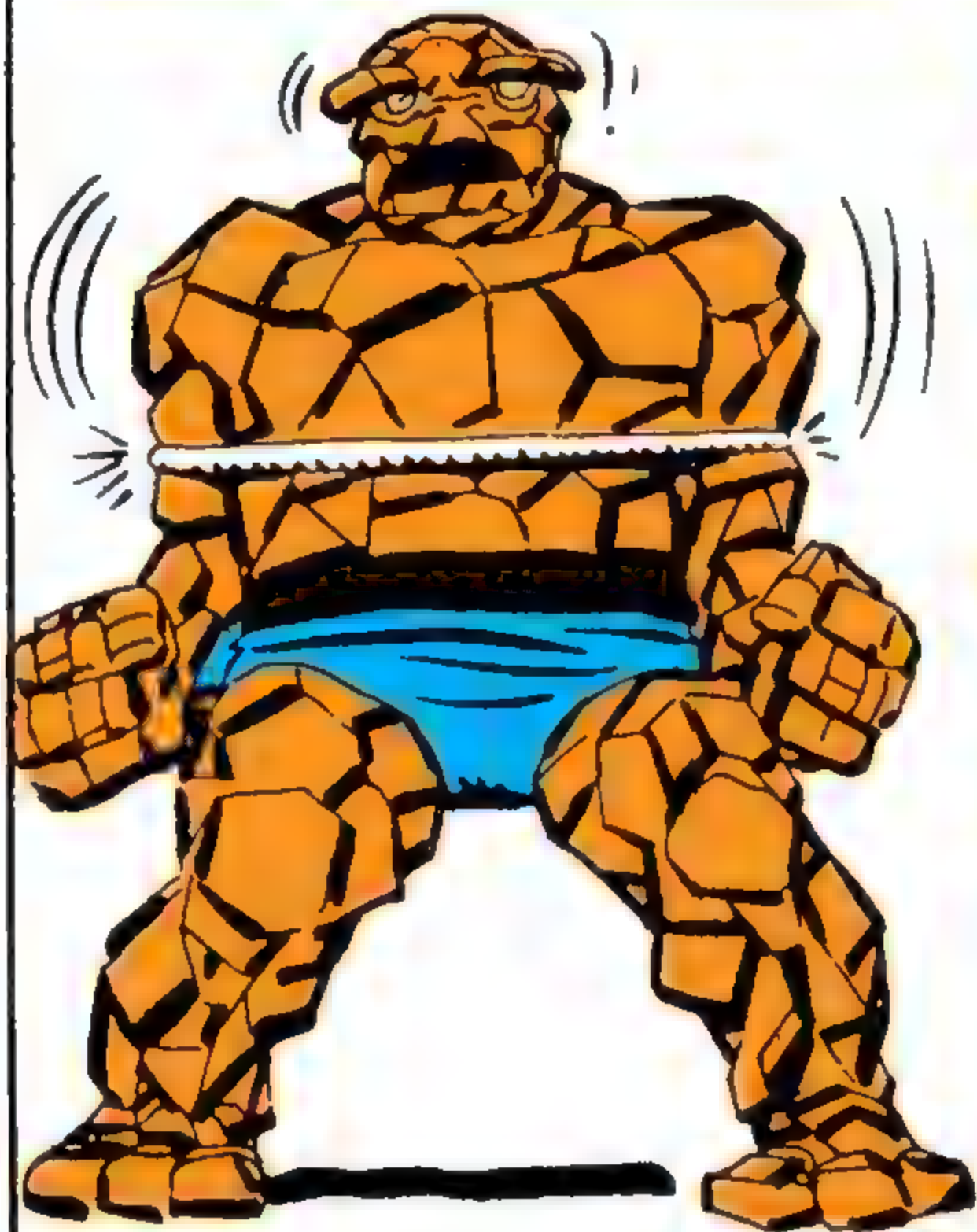


SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED *THING* A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE *HUMAN TORCH* UNDER NORMAL CONDITIONS!

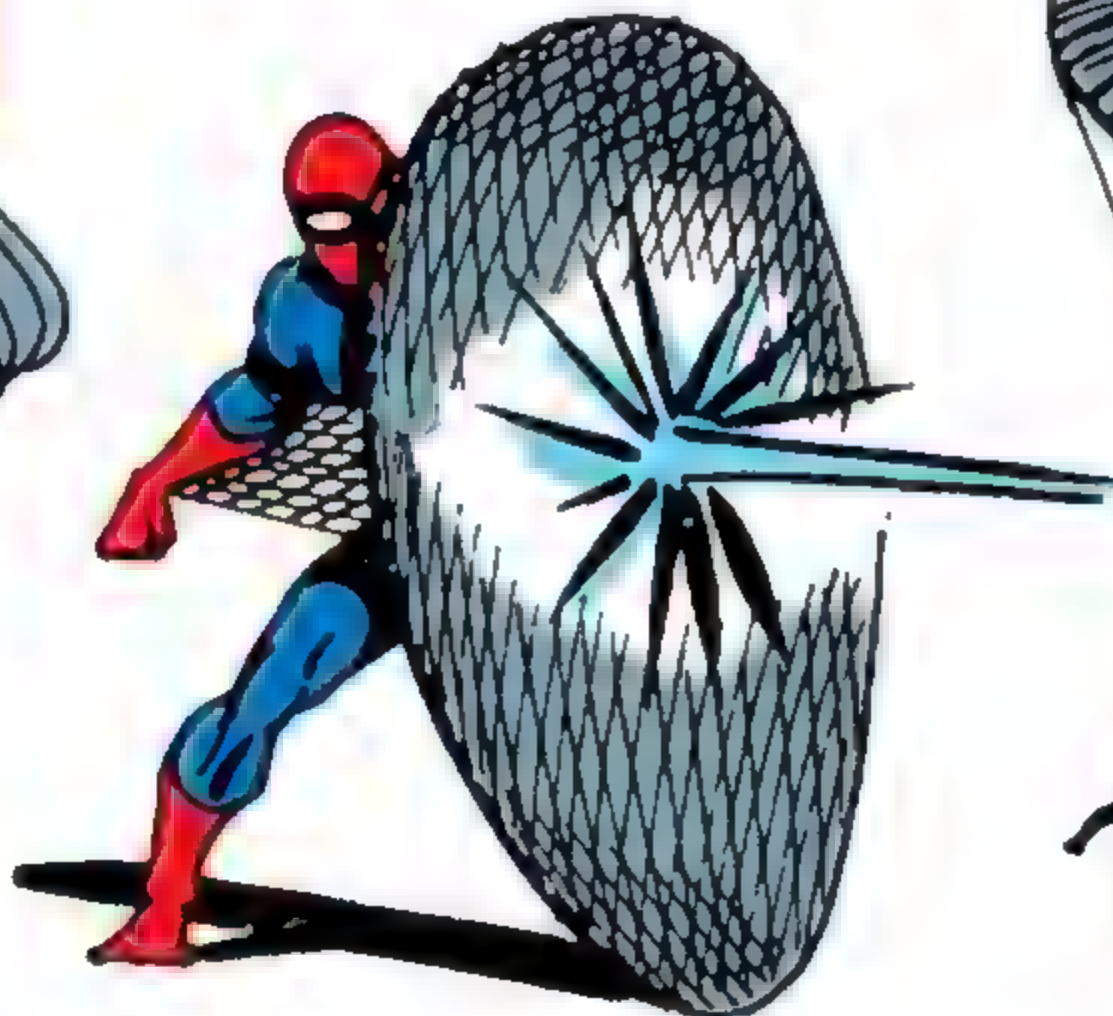
SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF *MR. FANTASTIC'S*!

AND, TO COMPLETE OUR COMPARISON WITH THE *FANTASTIC FOUR*, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE *INVISIBLE GIRL*!



HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

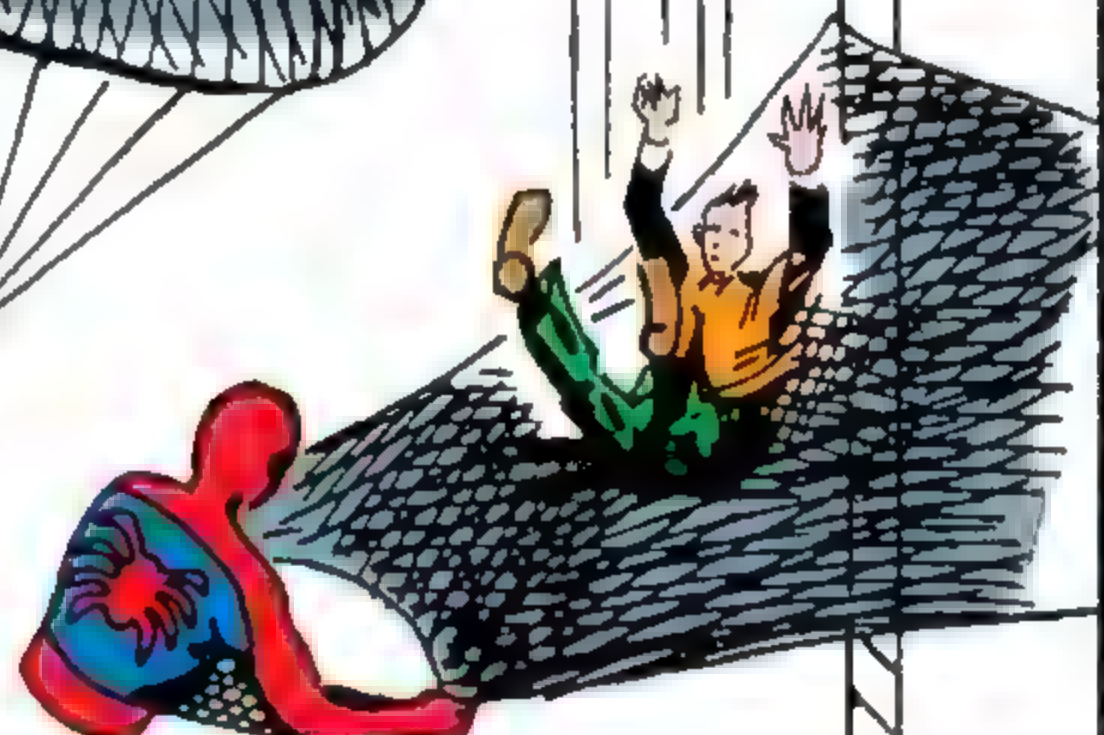
AS A SHIELD...



A PARACHUTE...



A SAFETY NET...



AS A RAFT...

AS SKIS...



AS A CLUB...

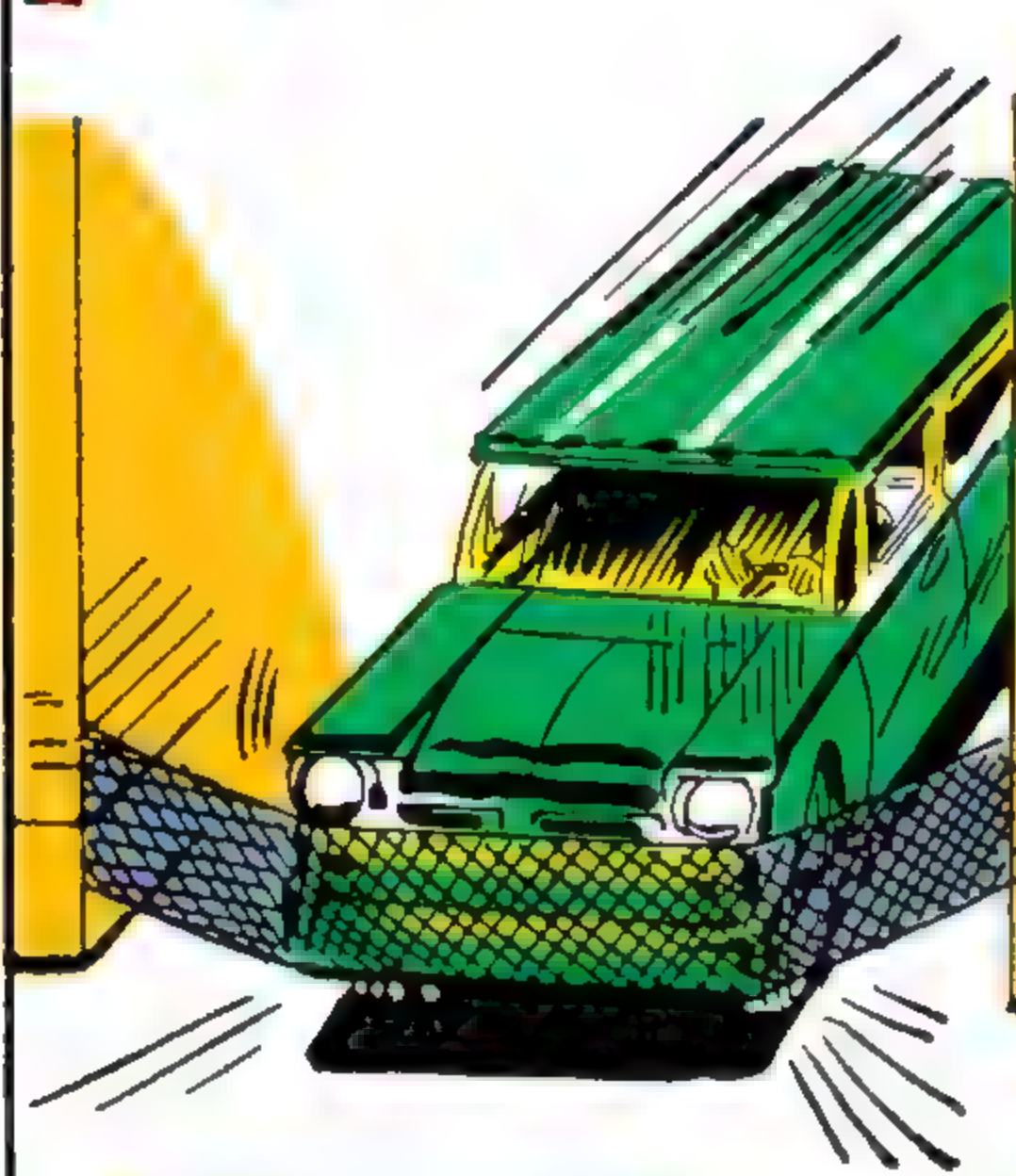


A BALL



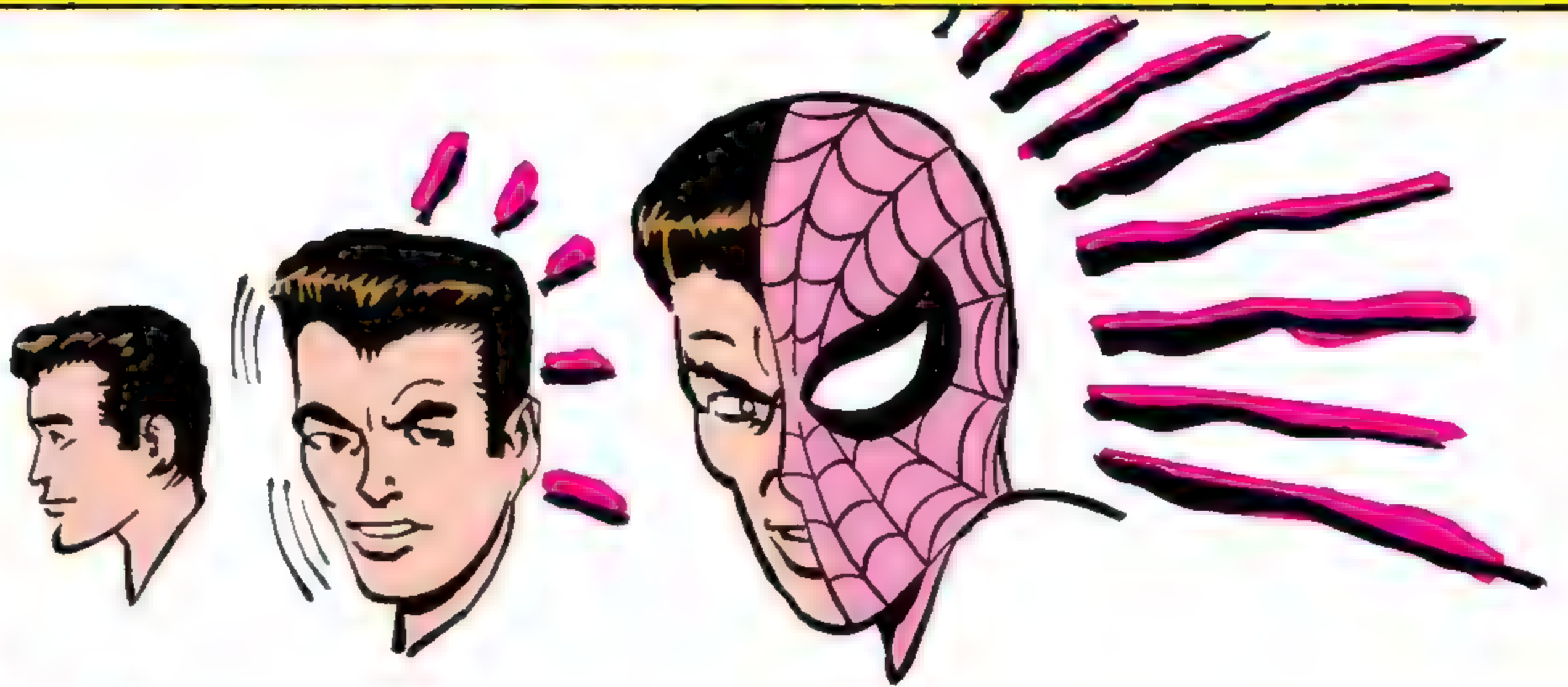
OR PLAIN, SIMPLE STICKY GLUE!

A BARRIER...



SPIDEY'S SPIDER SENSES!

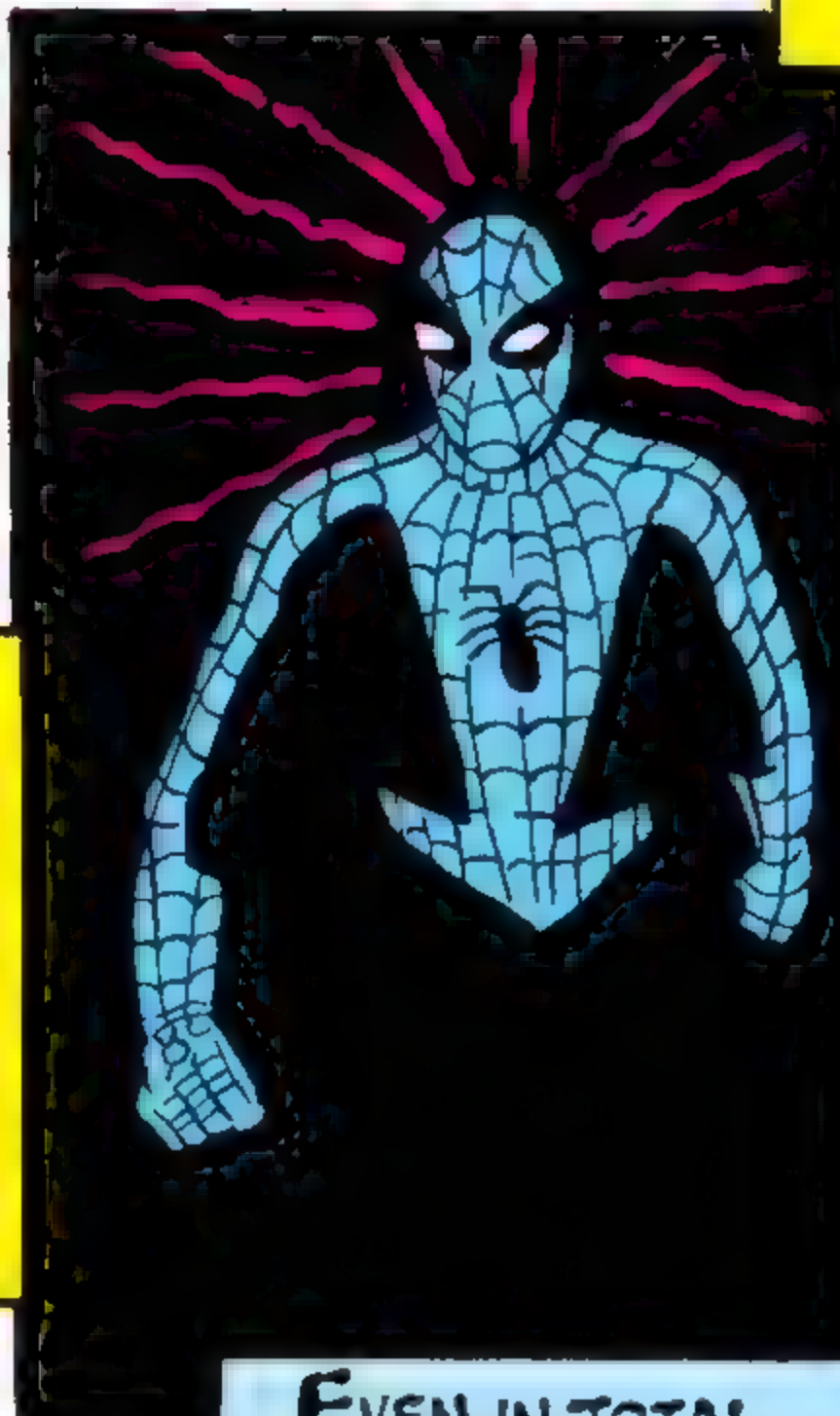
ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



OF ALL KNOWN HUMANS, ONLY THE FEARLESS DAREDEVIL HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!



IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLIND-FOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!



EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!

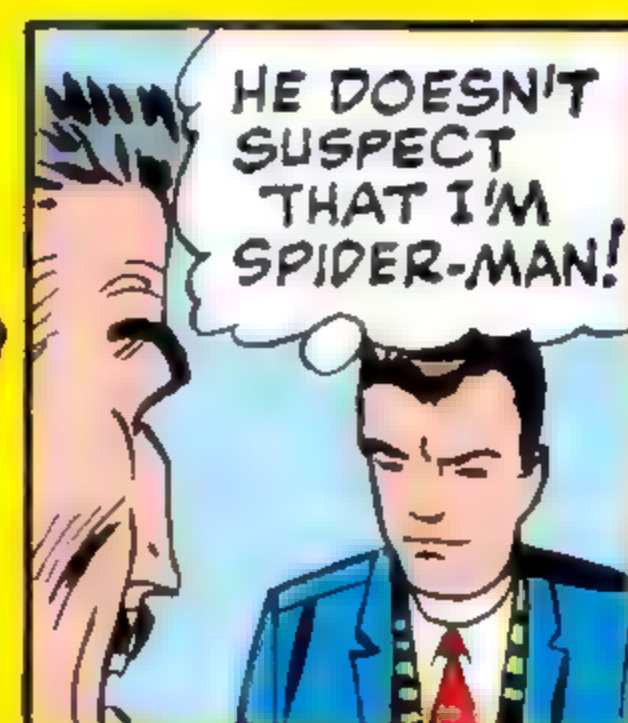


IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...



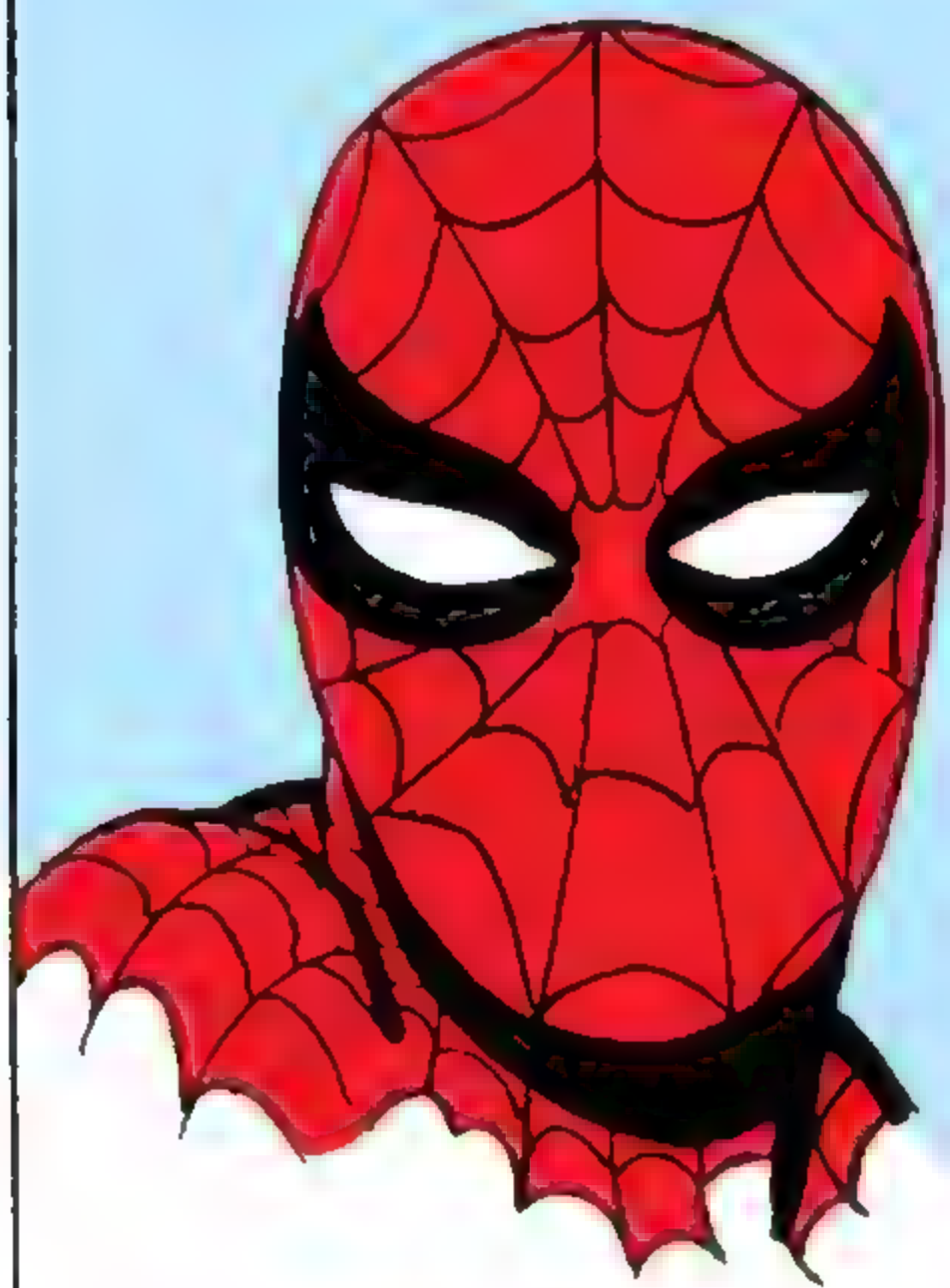
OR, SEE THIS EXAMPLE...



STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY SEE THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS SEE THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!



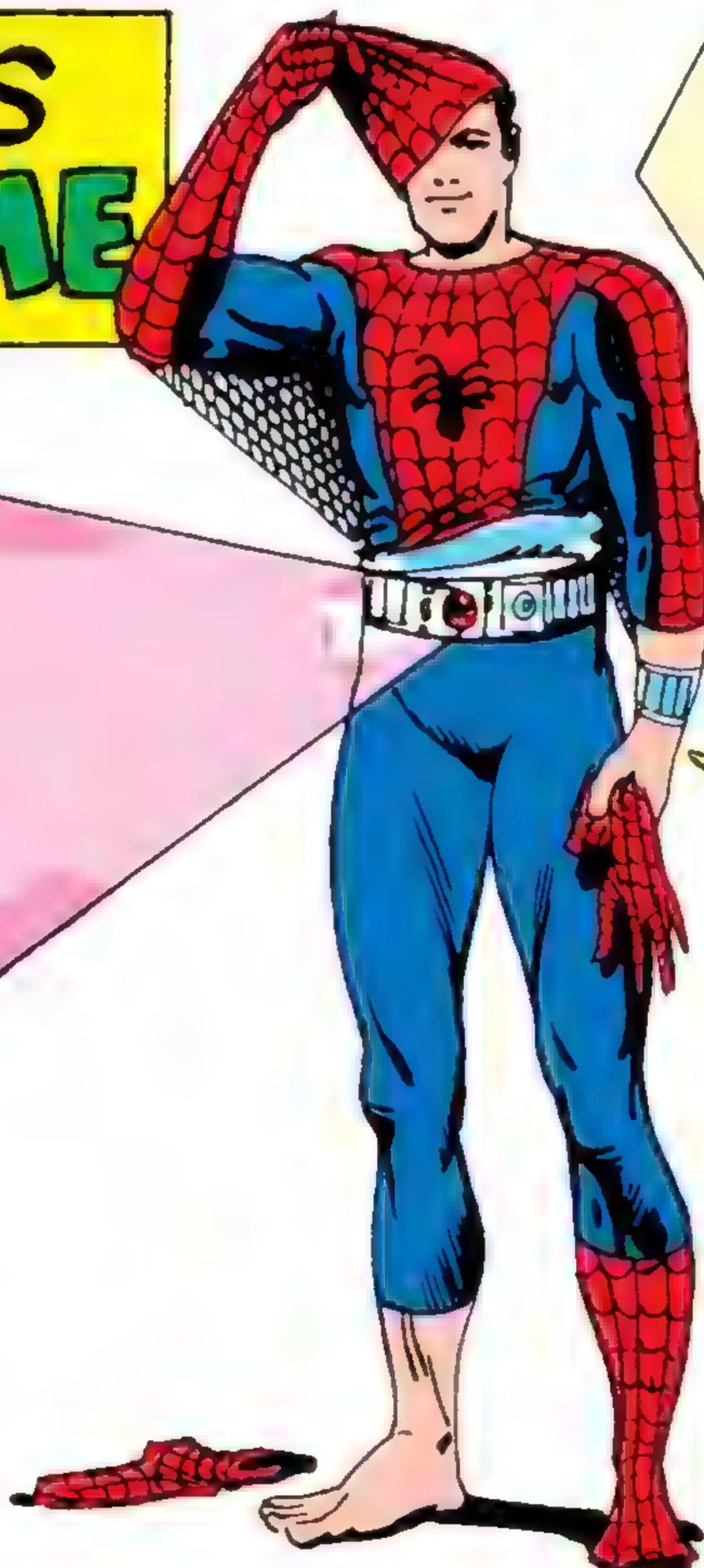
THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!



THESE INGENUOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!



SPIDEY'S COSTUME



SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

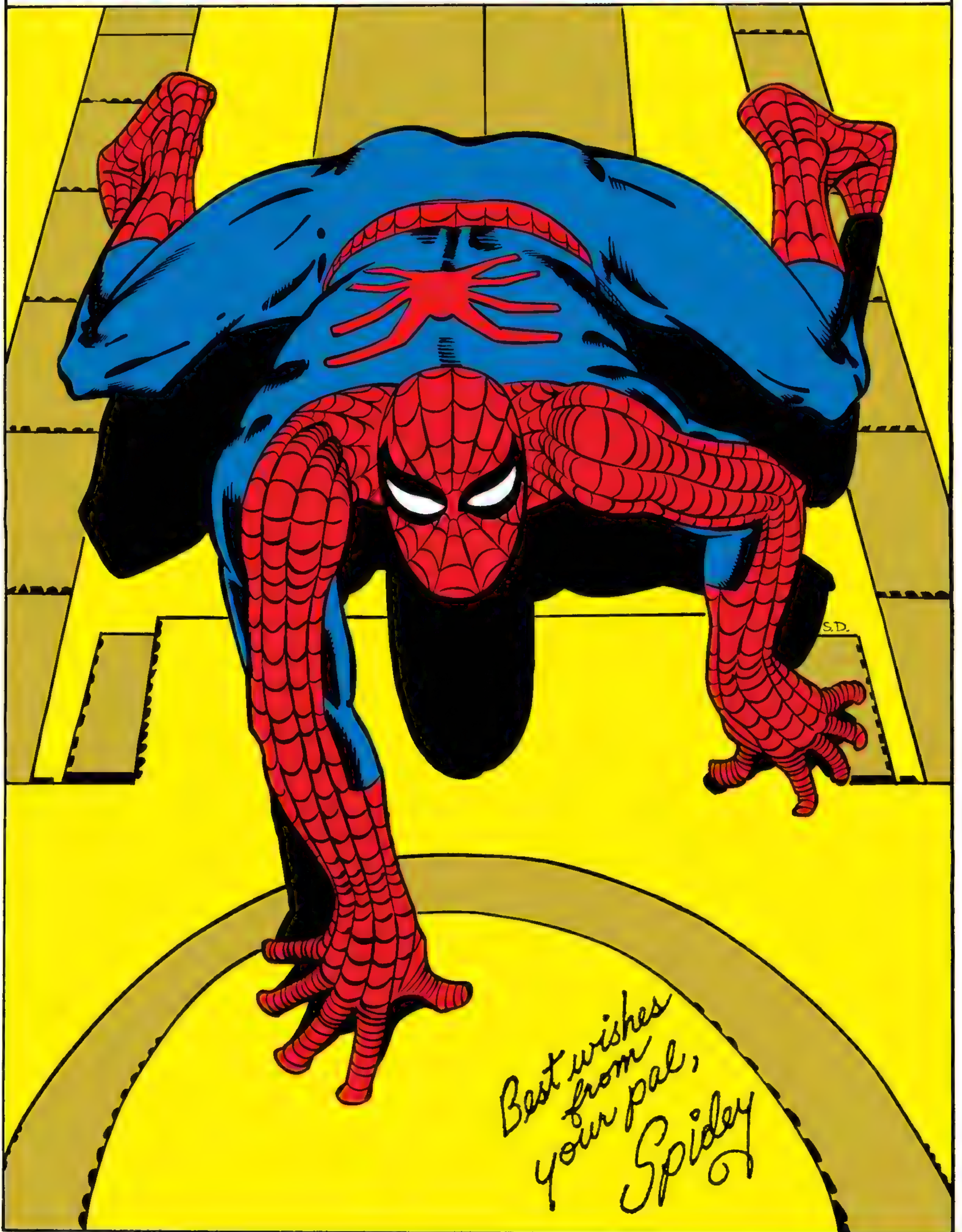
LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!

PETER PARKER AS.. SPIDER-MAN



Best wishes
from
your pal,
Spider

PETER PARKER'S FAVORITE HEEL and Heart-Throb



MISS BRANT!! IF YOU INSIST ON TALKING TO THAT WEAK-KNEED, WEAK-WITTED PETER PARKER, DO IT ON YOUR OWN TIME! MISS BRANT!! AT LEAST SHUT UP LONG ENOUGH TO NOD TO ME WHILE I'M YELLING AT YOU!

YOU'LL HAVE TO SPEAK LOUDER, PETER...THERE'S A LOT OF NOISE HERE AT THE OFFICE! WHAT'S THAT? NO, I DON'T WANT TO TALK ABOUT SPIDER-MAN...I WANT TO TALK ABOUT YOU!

PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ...

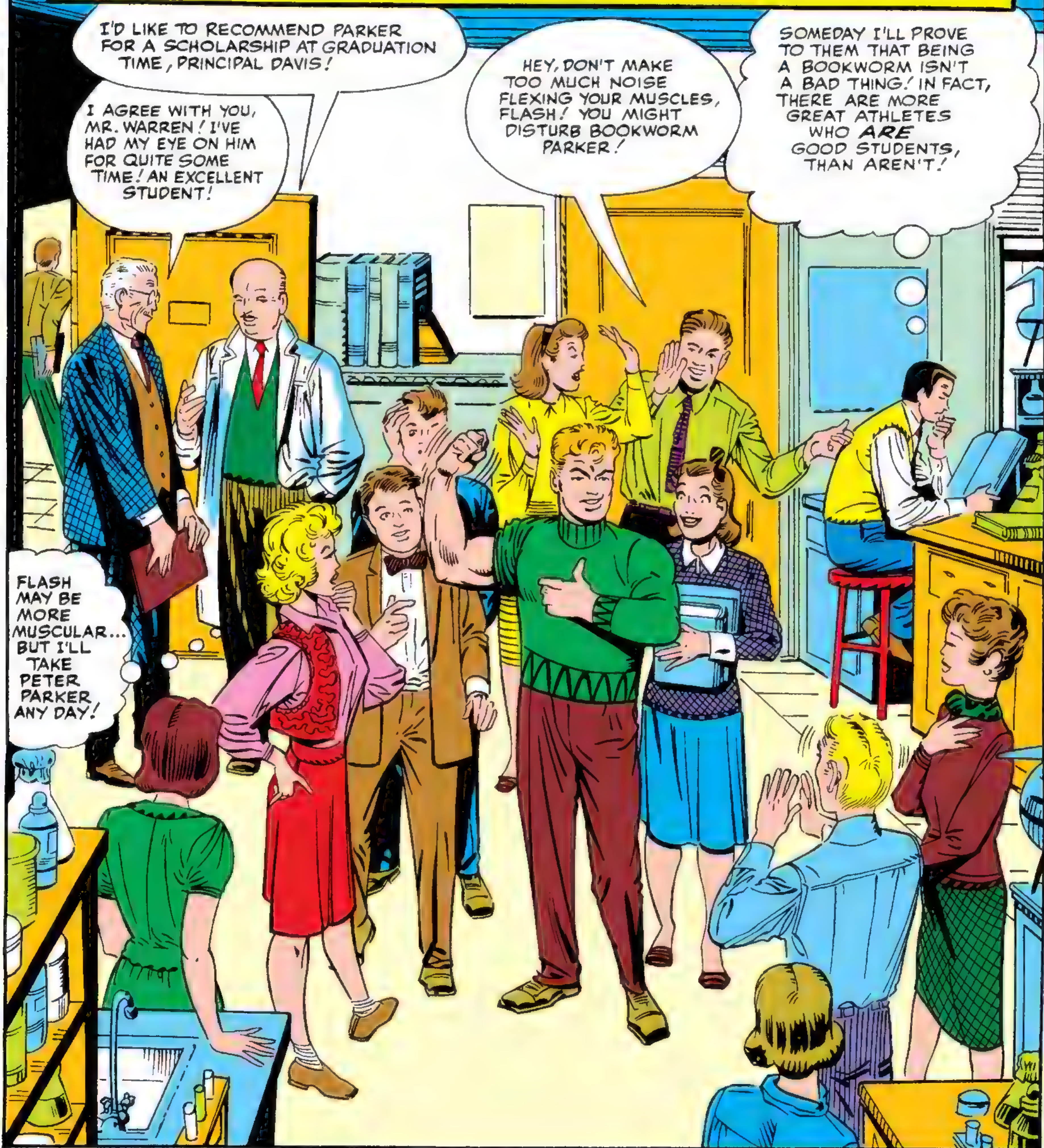
I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!

I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!

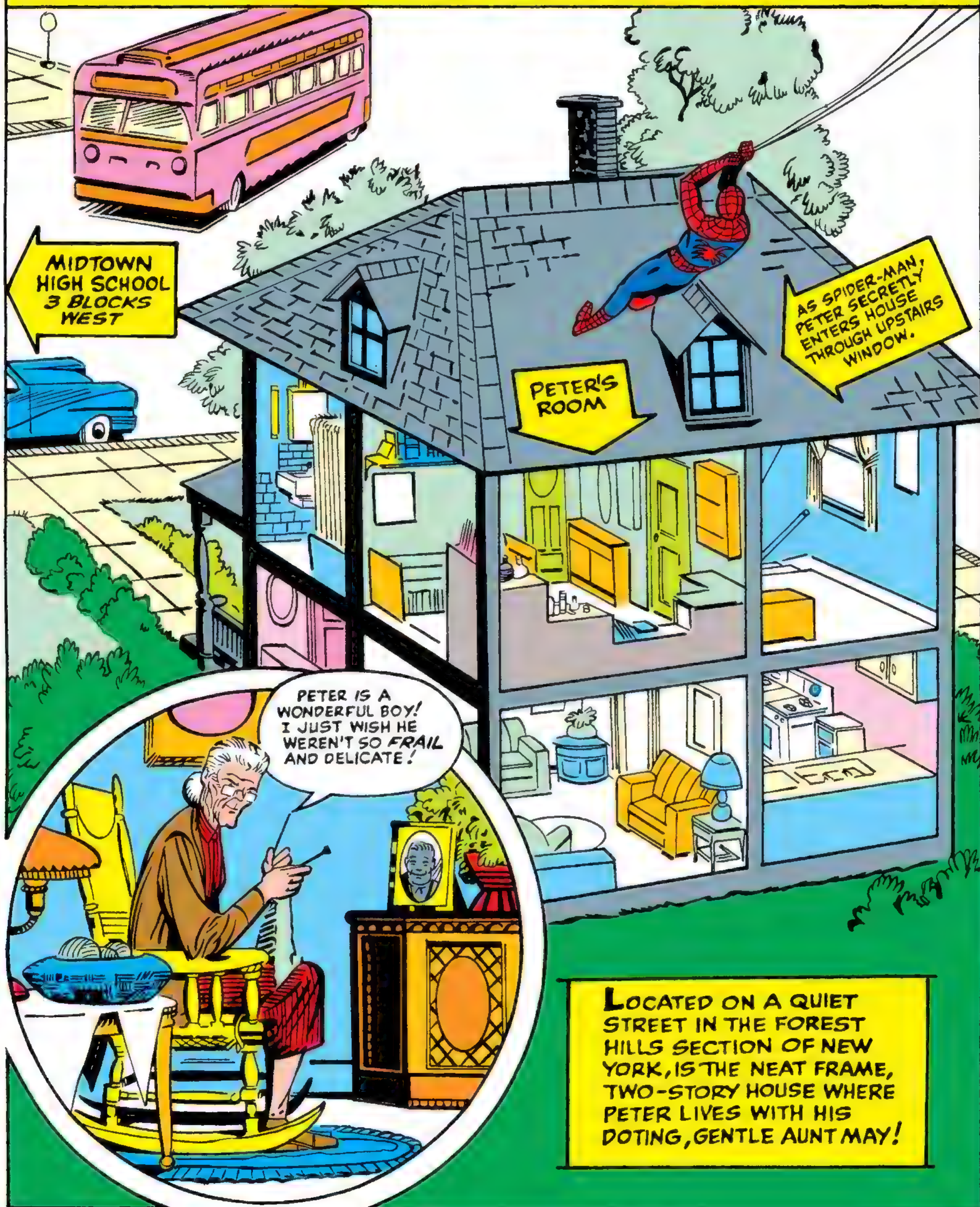
HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!

SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO **ARE** GOOD STUDENTS, THAN AREN'T!

FLASH MAY BE MORE MUSCULAR... BUT I'LL TAKE PETER PARKER ANY DAY!



PETER PARKER'S House



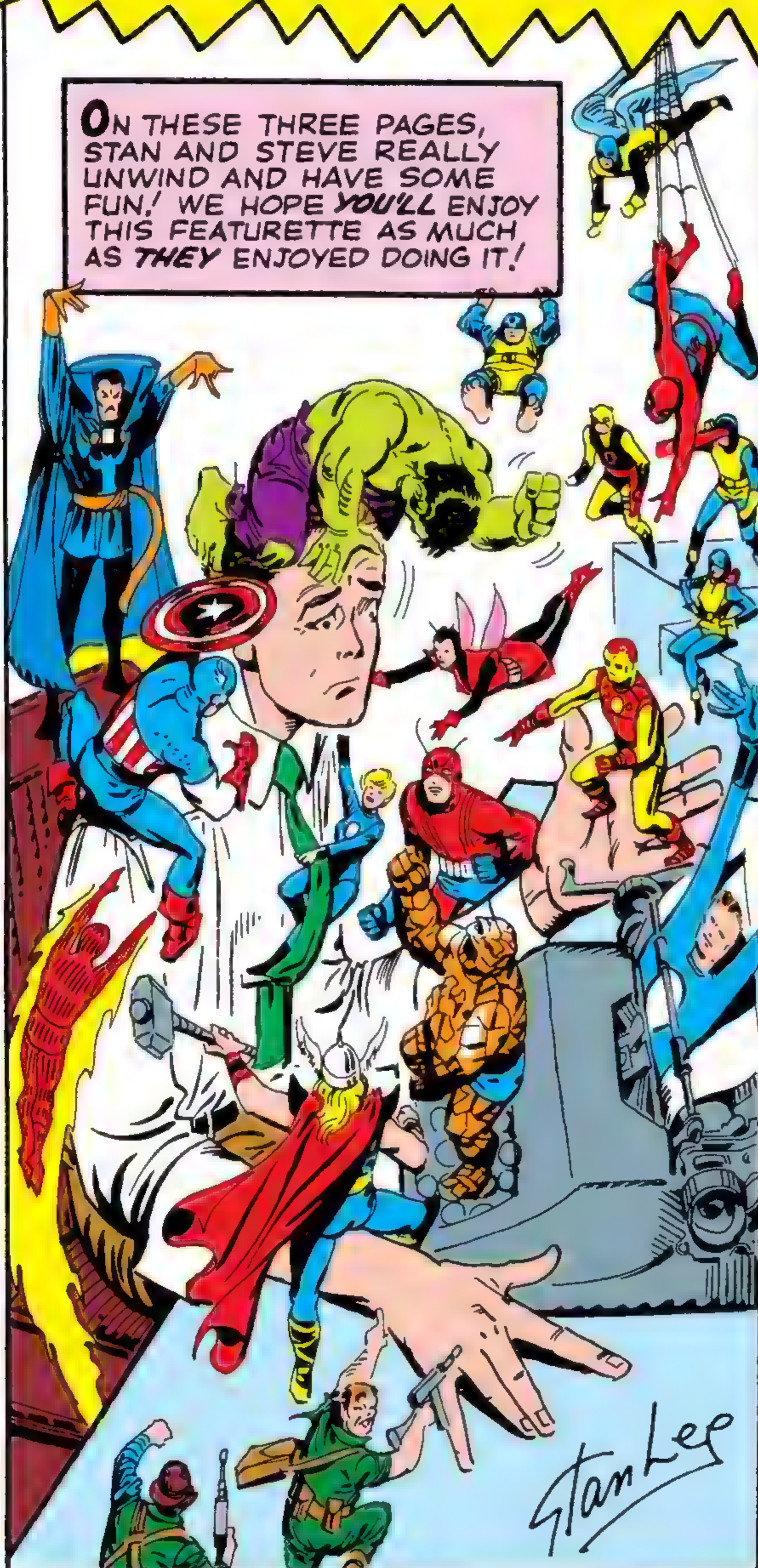
GUEST STAR PAGE

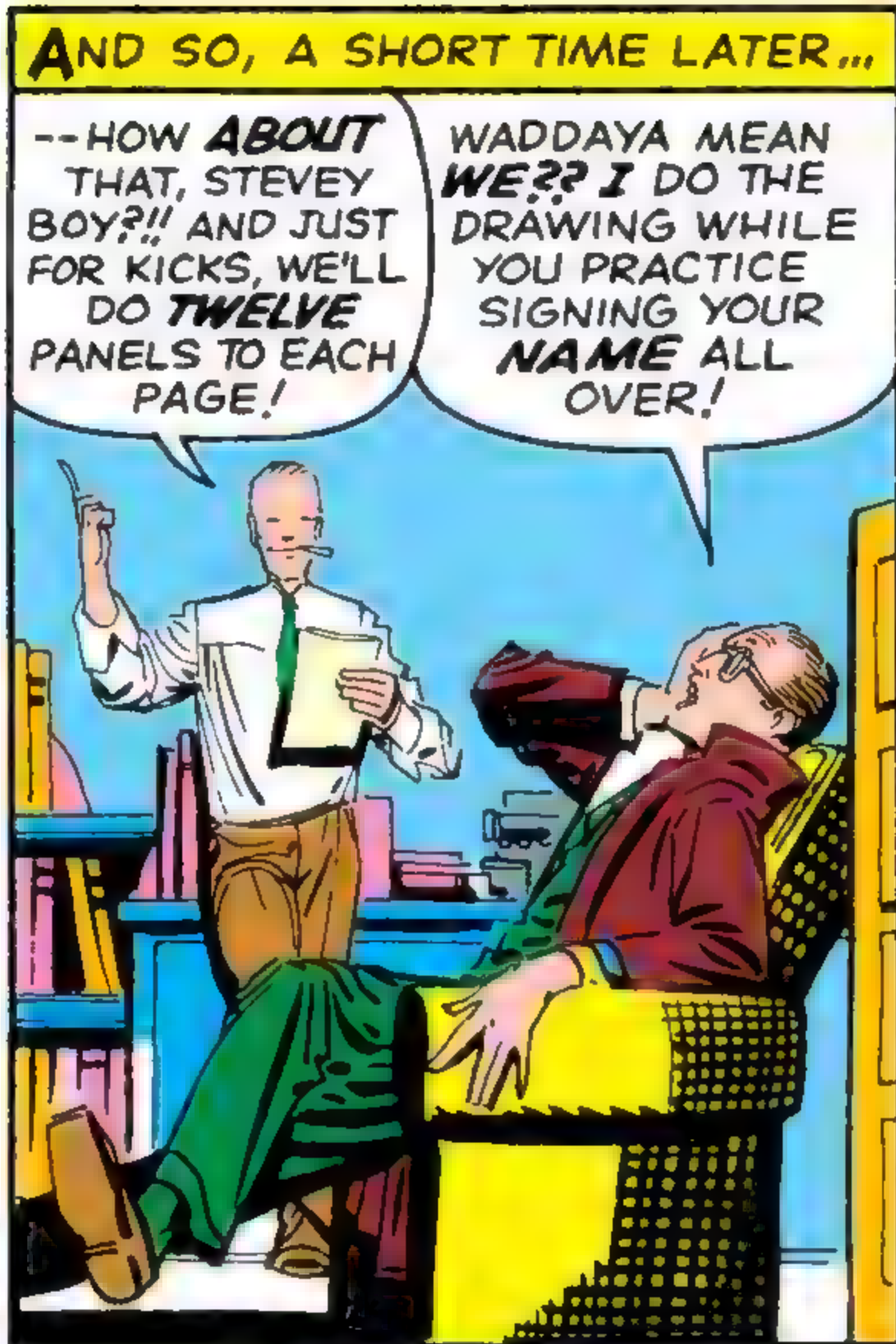
FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!



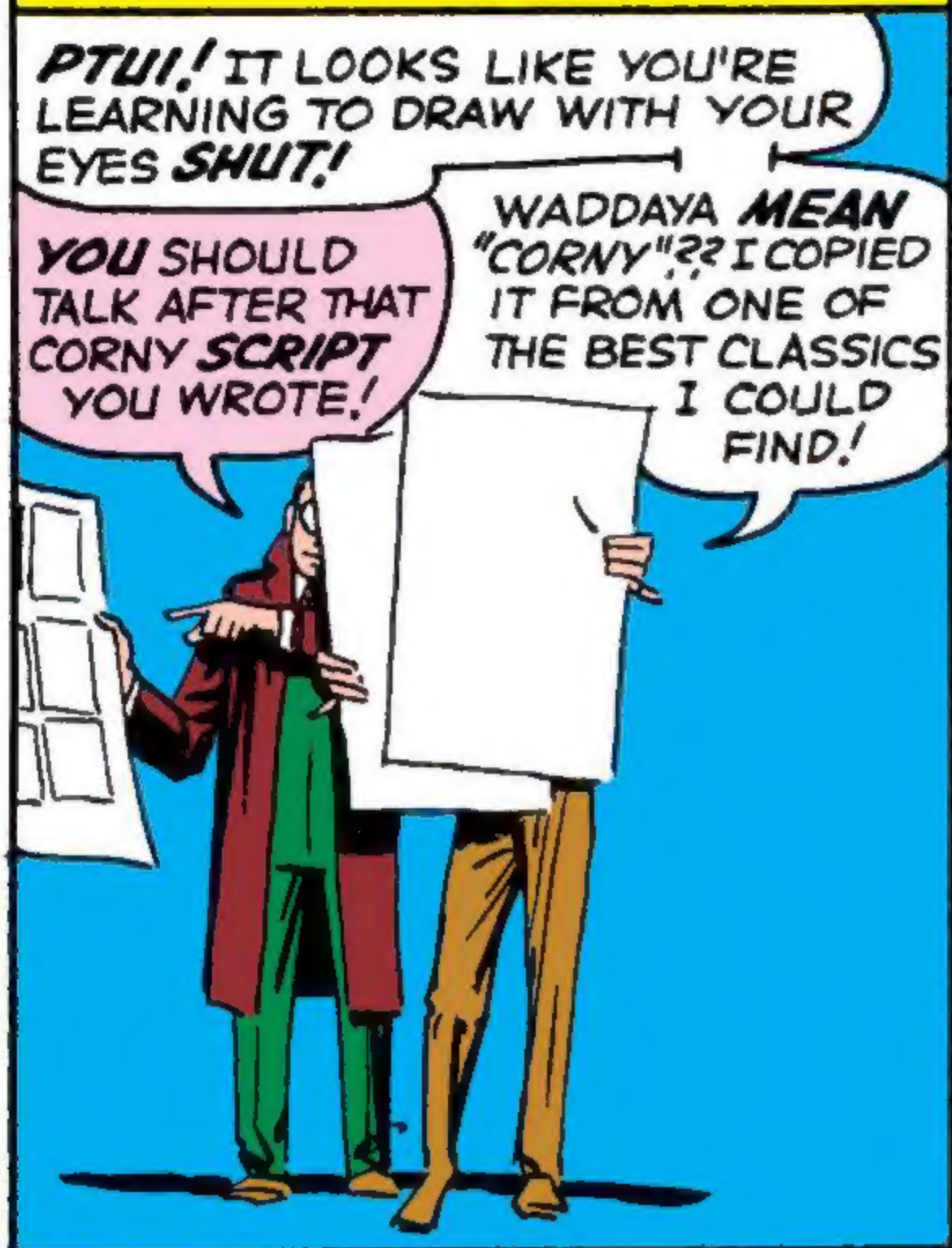
HOW STAN LEE and STEVE DITKO CREATE SPIDER-MAN!

ON THESE THREE PAGES,
STAN AND STEVE REALLY
UNWIND AND HAVE SOME
FUN! WE HOPE YOU'LL ENJOY
THIS FEATURETTE AS MUCH
AS THEY ENJOYED DOING IT!

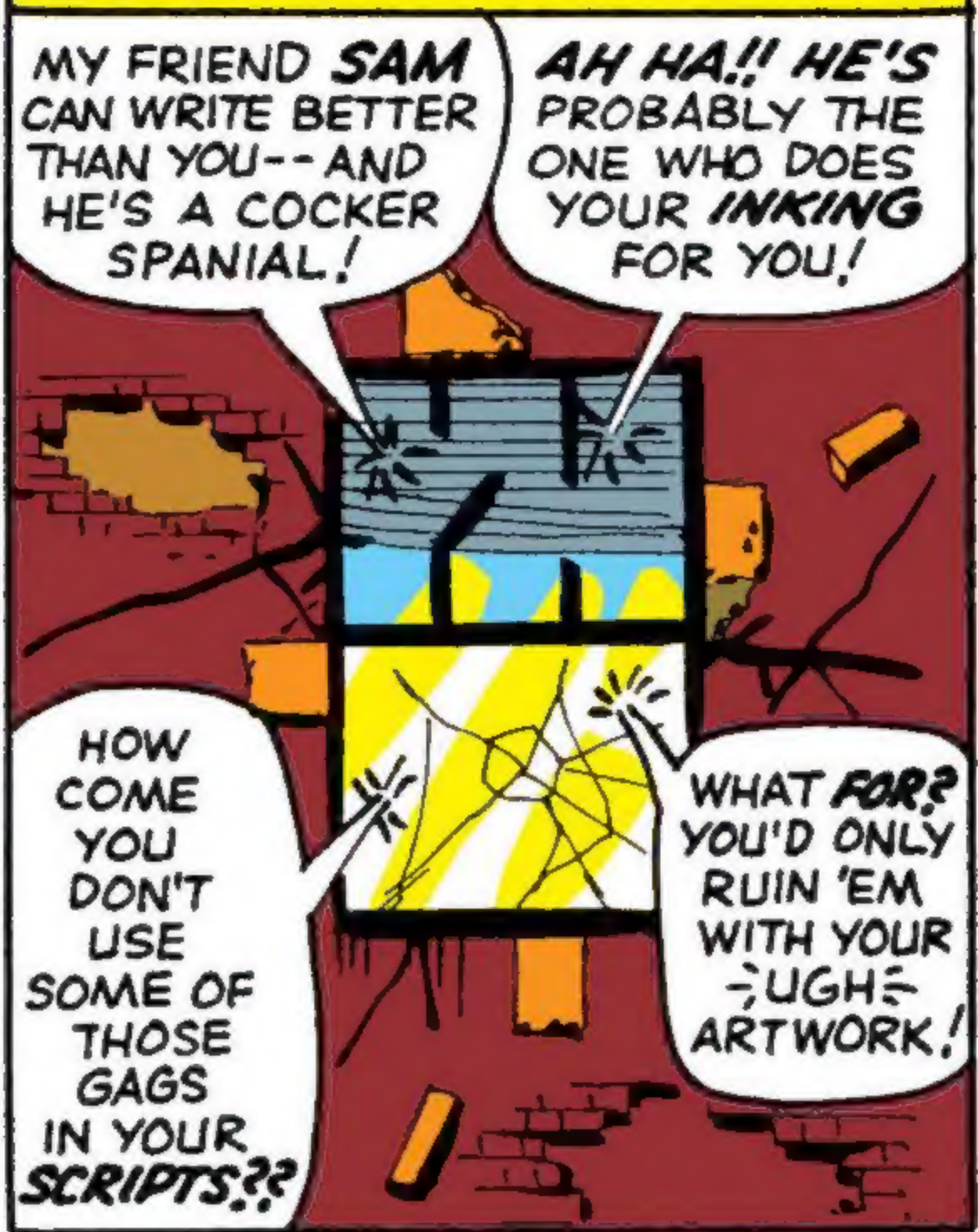




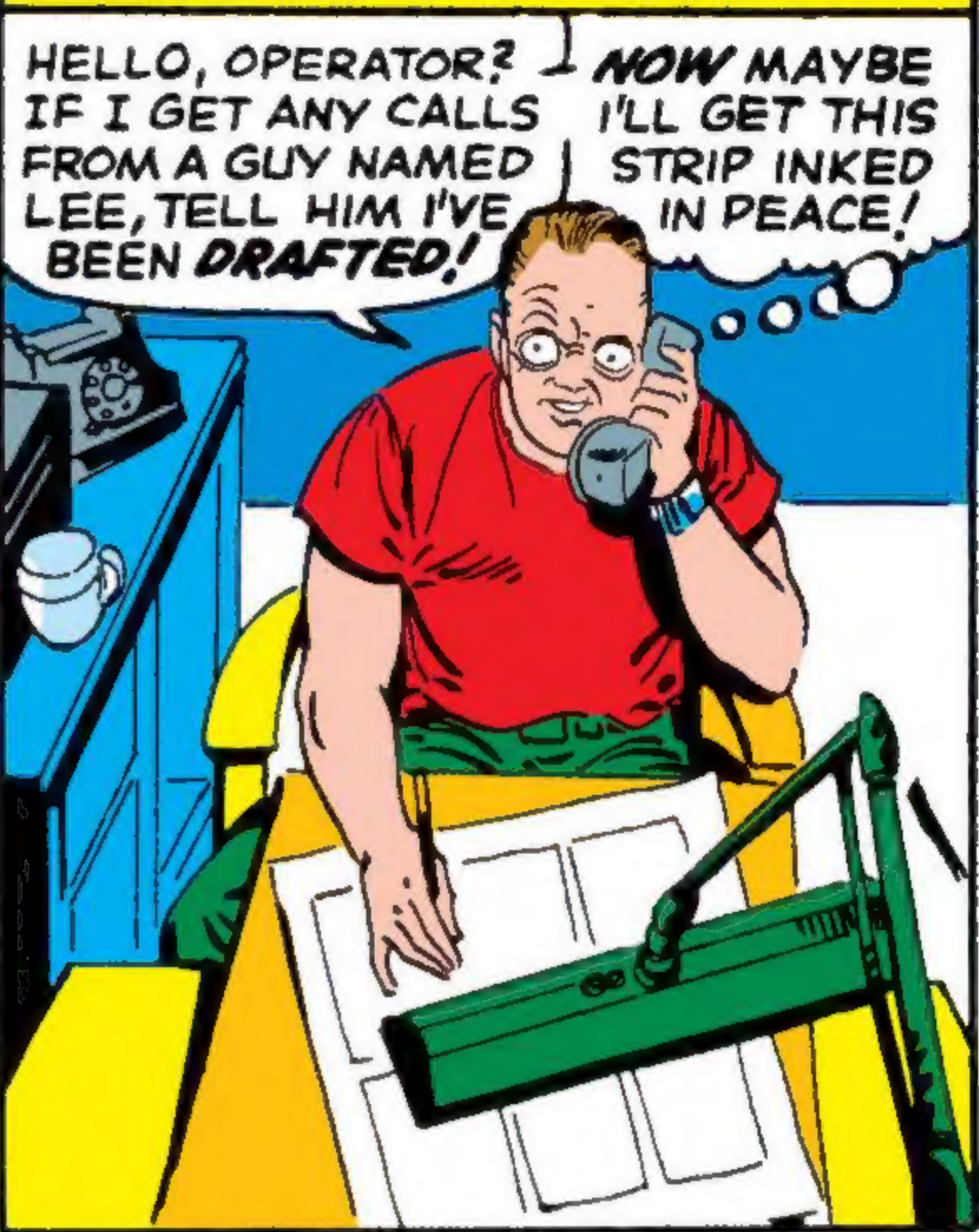
FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...



AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...



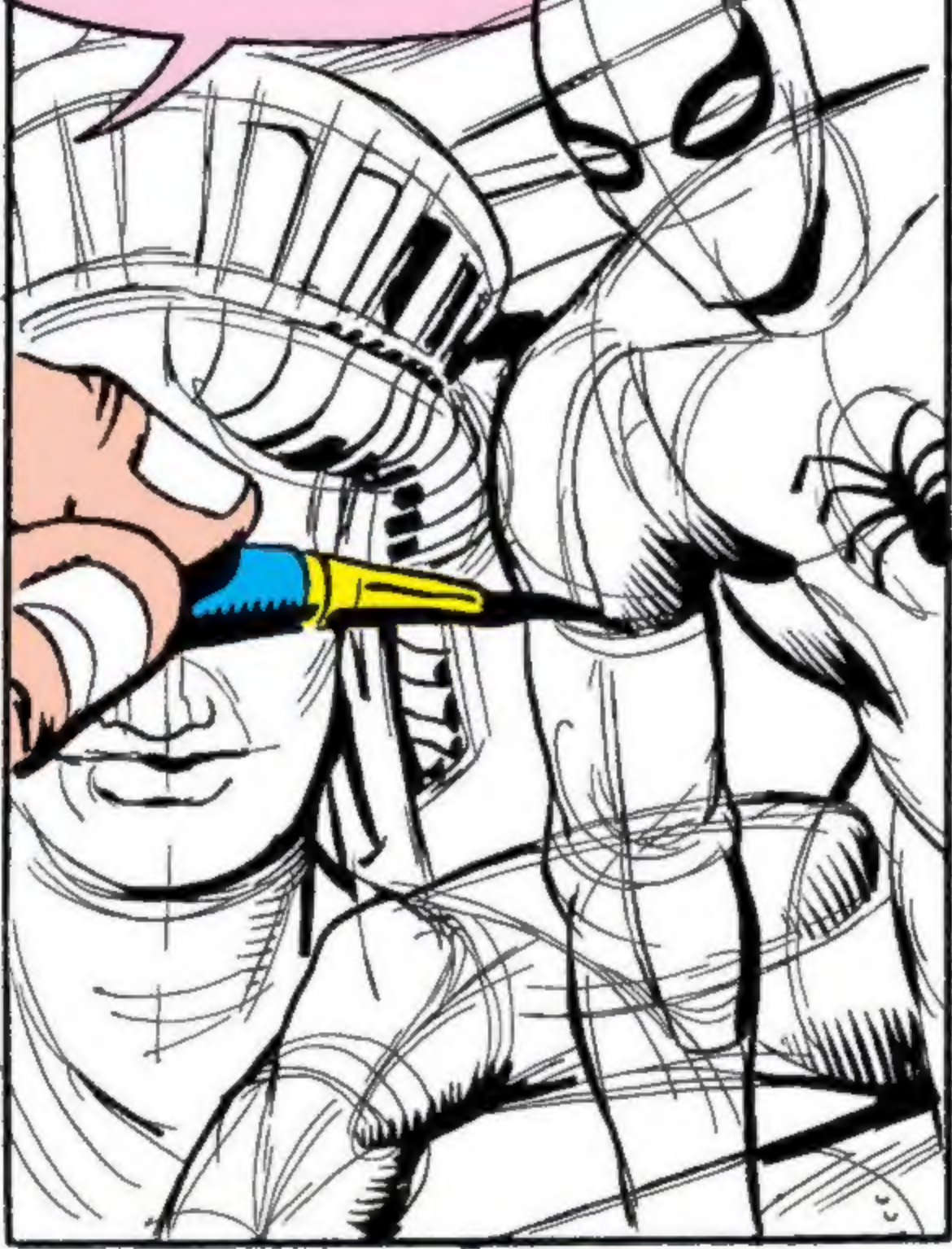
BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...



STAN'S PROBABLY WRITTEN **THE AVENGERS** AND **THE X-MEN** BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!



NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...



THERE! THAT'S **ONE PAGE** DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!

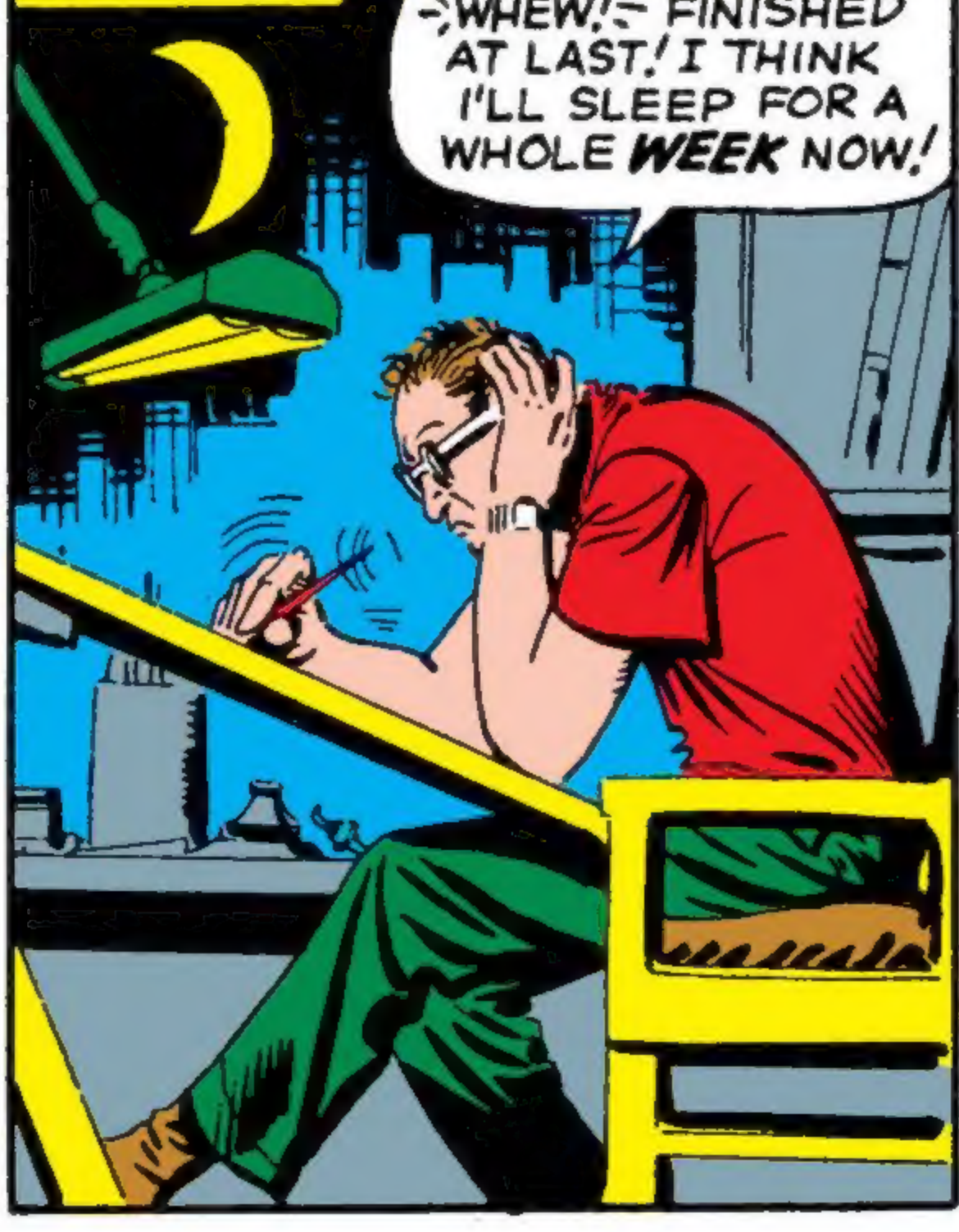
OH NO!! I FORGOT TO DRAW SPIDEY'S **WEBBING!**



IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY **STILL** WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!



FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...



BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...



Steve Ditko illustrated this early 1960s Spider-Man promotional pinup as a giveaway print for Marvel to send out to Spidey's super fans.

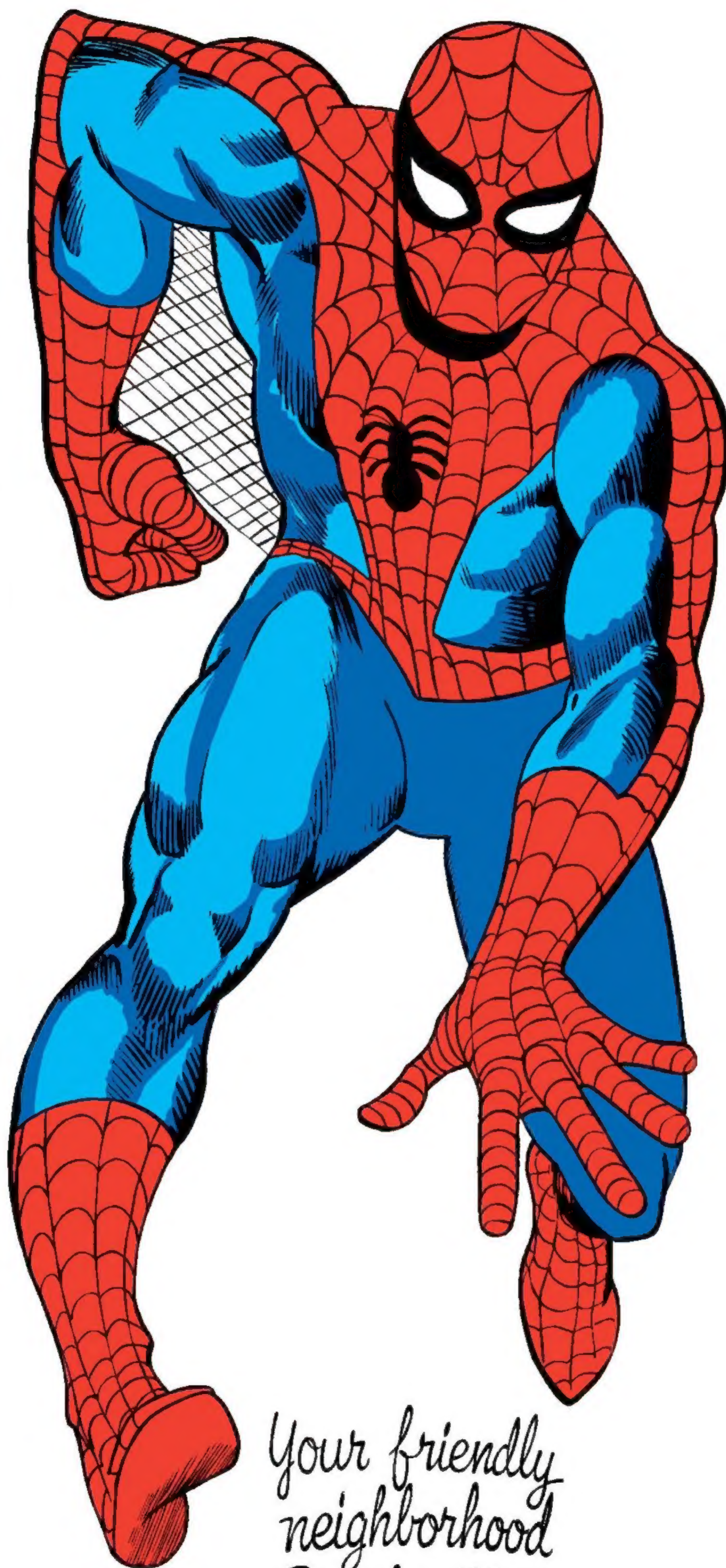


1965 Spider-Man T-shirt art (from *The Amazing Spider-Man Annual* #1, page 14)
by Steve Ditko

THE AMAZING SPIDER-MAN



1966 Spider-Man wall poster



Your friendly
neighborhood
Spider-Man